

# Prism Medico & Pharmacy Limited

CIN: L51109MH2002PLC206595

23/91, White Bungalow, Yashwant Nagar,  
Near Filmistan Studio & Patkar College,  
Opposite BMC School, Goregaon West,  
Mumbai-400062  
Telephone no – 022 28733312  
Email Id – [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com)

**Date: 22/09/2017**

To,

The Manager - CRD

BSE Limited  
Phirozejeebhoy Towers,  
2<sup>nd</sup> Floor, Dalal Street,  
Mumbai – 400001

Dear Sir/ Madam,

**Sub: - Annual Report for the year 2016-2017.**

We wish to inform your good self that the 15<sup>th</sup> Annual General Meeting of our Company was held on **Thursday, 21<sup>st</sup> September, 2017 at 9:30 A. M. at C-101/201, MANAS BUILDING, PARVATI KUNJ, NEAR ST LAWRENCE HIGH SCHOOL, DEVIDAS ROAD, BORIVALI WEST, MUMBAI, MAHARASHTRA 400092.**

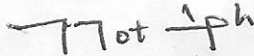
Attached herewith is the 15<sup>th</sup> Annual Report for year 2016-2017 of the Company.

Kindly take the note of the same in your record and oblige.

Thanking You,

For Prism Medico & Pharmacy Limited

For PRISM MEDICO AND PHARMACY LIMITED



(Mr. Jasjot Singh) AUTHORIZED SIGNATORY

Director

Encl.: As above

**15<sup>th</sup> ANNUAL REPORT**

**PRISM MEDICO & PHARMACY LIMITED**

**FINANCIAL YEAR**

**2016-17**

<b>Name of the Company</b>	<b>: PRISM MEDICO &amp; PHARMACY LIMITED</b>
<b>CIN</b>	<b>: L51109MH2002PLC206595</b>
<b>Directors</b>	<b>: Mr. Jasjot Singh - Managing Director Mr. Gursimran Singh - Executive Director Ms. Charu Pareek - Independent Women Director</b>
<b>Company Secretary</b>	<b>: Ms. Anjali Aggarwal</b>
<b>Auditors</b>	<b>: R. Mahajan &amp; Associates Chartered Accountant</b>
<b>RegisteredOffice</b>	<b>: 23/91 , White Bungalow , Yashwant Nagar Near Filmistan Studio and Patkar college, Opposite BMC School, Goregaon West , Mumbai-400104.</b>
<b>Registrar and Share Transfer Agent</b>	<b>: Purva Share Registry (India) Pvt. Ltd Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. r. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai- 400011. Maharashtra.</b>
<b>Banker</b>	<b>: Canara Bank</b>

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 15<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON 21<sup>ST</sup> SEPTEMBER, 2017, AT 9.30 A.M. AT C-101/201, MANAS BUILDING, PARVATI KUNJ, NEAR ST LAWRENCE HIGH SCHOOL, DEVIDAS ROAD, BORIVALI WEST, MUMBAI, MAHARASHTRA 400092. TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2017 and Balance Sheet as at that date, Cash Flow statement for the year ended 31<sup>st</sup> March, 2017 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Jasjot Singh (DIN : [01937631](#)) and Mr. Gursimran Singh Bhatia (DIN : [02209675](#)) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an

**ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, having Firm Registration No.017437N, who was appointed in the Board Meeting dated 30<sup>th</sup> May, 2017, in casual vacancy caused by resignation of M/s. R. Mahajan & Associates, Statutory Auditor, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixth consecutive Annual General Meeting of the Company, subject to ratification by members at each annual general meeting, at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or, any Key Managerial Personnel be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**SPECIAL BUSINESS:****4) APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 140 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, having Firm Registration No.017437N, as a Statutory Auditors of the Company to fill up the casual vacancy caused by resignation of M/s. R. Mahajan & Associates, Chartered Accountants, previous auditors of the Company, be and is hereby approved upon such terms and conditions as may be mutually decided between the Board of Directors of the Company and M/s. Harjeet Parvesh & Co, Chartered Accountants.”

**5) RAISING OF THE FUNDS THROUGH FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBS) UPTO 12 MILLION USD OPTIONALLY OR COMPULSORILY CONVERTIBLE INTO SHARES:**

**“RESOLVED THAT** pursuant to Sections 42 and 62(1) (c) and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, including any amendment thereto or statutory modification(s) or reenactment(s) thereof for the time being in force and subject to all applicable laws and regulations including but not limited to, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listing agreements entered into with the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment thereto or re-enactment thereof for the time being in force)(“SEBI Regulations”), the provisions of Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or issue of Security by a person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Master Direction - External Commercial Borrowings, Trade Credit, Borrowings and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorized Dealers, effective from January 1, 2016, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable rules, regulations, guidelines, or laws and / or subject to any approval (s), consent(s), permission(s) or sanction(s) of the Government of India, Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”) and other appropriate authorities, institutions and bodies including but not limited to financial institutions and lenders, if required, and subject to such provisions as may be prescribed by any one of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the power conferred by this resolution), consent of the Company be and is hereby accorded to the offer, issue and allot, at such prices and on such terms and with such attributes, rights and privileges and all other matters connected therewith or incidental thereto, as the Board may from time to time decide, to be subscribed in foreign/ Indian currency, of foreign currency convertible bonds (“FCCBs”) and/or other bonds, securities or instruments amounting upto USD 12 Millions convertible into equity shares of the Company, at such time or times in one or more tranche or tranches, on such date as may be determined by the Board, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion, determine without

requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations /guidelines in force.

**RESOLVED FURTHER THAT** in the event of issuance of FCCBs as above mentioned, the relevant date on the basis of which price of resultant Equity Shares, if any, shall be determined shall mean the date of meeting in which the Board or a committee thereof decides to open the said issuance of FCCBs, or such other time as may be prescribed by the applicable laws from time to time.

**RESOLVED FURTHER THAT** for giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, for giving effect to this resolution with power on behalf of the Company to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the issue proceeds of the securities as above mentioned and to delegate all or any of the powers conferred on it by or under this Resolution to any committee of the Board, thereof.”

By Order of the Board of Directors  
**For Prism Medico & Pharmacy Limited**

**Registered Office:**

23/91 , White Bungalow , Yashwant Nagar,  
Near Filmistan Studio and Patkar College,  
Opposite BMC School, Goregaon West, Mumbai-400104.

Sd/-

**Anjali Aggarwal**  
**Company Secretary & Compliance Officer**

**Date: 28.08.2017**

**Place: Mumbai**

**NOTES:**

1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy/ Proxies To Attend And Vote Instead Of Himself /Herself. Such A Proxy/ Proxies Need Not Be A Member Of The Company. A Person Can Act As Proxy On Behalf Of Members Not Exceeding Fifty (50) And Holding In The Aggregate Not More Than Ten Percent Of The Total Share Capital Of The Company Carrying Voting Rights. A Member Holding More Than Ten Percent Of The Total Share capital Of The Company Carrying Voting Rights May Appoint A Single Person Only As A Proxy And Such Person Shall Not Act As Proxy For Other Shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from, Tuesday, 22<sup>nd</sup> August, 2017 to Tuesday, 28<sup>th</sup> August, 2017 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2017.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
11. Members may also note that the Notice of the 15<sup>th</sup> Annual General Meeting and the Annual Report for financial year 2016-2017 will also be available on the Company's website <http://www.prismmedicos.com/> for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
12. Electronic copy of the Notice of the 15<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 15<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

### 13. Voting Options

#### (1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

(i) Open email and open PDF file viz; "Prism Medico & Pharmacy Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above.  
Click Login.

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Prism Medico & Pharmacy Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



**B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:**

Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

**Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

### OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 22<sup>nd</sup> August , 2017, are entitled to vote on the Resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. on Monday, 18<sup>th</sup> September, 2017 and will end at 5.00 p.m. on Wednesday, 20<sup>th</sup> September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> August , 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> August , 2017.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22<sup>nd</sup> August, 2017, may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Jaymin Modi, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL..

**Registered Office:**

23/91 , White Bungalow , Yashwant Nagar,  
Near Filmistan Studio and Patkar College,  
Opposite BMC School, Goregaon West, Mumbai-400104.

**Date: 28.08.2017****Place: Mumbai**

By Order of the Board of Directors  
**For Prism Medico & Pharmacy Limited**

**Sd/-**  
**Anjali Aggarwal**  
**Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM No. 4**

M/s. R. Mahajan & Associates, Chartered Accountants, existing auditors of the Company had tendered their resignation from the position of Statutory Auditor due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Accordingly the Board proposes that M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. R. Mahajan & Associates, Chartered Accountants.

M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The appointment of Statutory Auditor caused by resignation of existing auditor needs to be approved by members of the Company within a period of 3 months from the recommendation of the Board. Hence the resolution for appointment of M/s. Harjeet Parvesh & Co, Chartered Accountants as Statutory Auditor of the Company is proposed in this Annual General Meeting for the consent of the members.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**ITEM No. 5**

The Company considers issuance of foreign currency convertible bonds ("FCCBs") and/or other bonds or securities convertible or exchangeable into Equity Shares amounting upto USD 12 Millions.

The Company intends to use the funds for general corporate purposes including capital expenditure, setting up of new business, expansion or/and investment either in the Company or its domestic/overseas subsidiary(ies), acquisitions or any other use as may be permitted under applicable law or regulations from time to time.

In case of issuance of FCCBs and/or other bonds, these FCCBs/ bonds will be converted into Equity Shares at a price not less than the price as calculated in accordance with the pricing prescribed by the Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, Reserve Bank of India/ Ministry of Finance, Government of India. Further such price will be the higher than the pricing prescribed under Chapter VII of the SEBI Regulations and any other applicable laws.

In the event of issuance of FCCBs as abovementioned, the relevant date on the basis of which price of resultant Equity Shares, if any, shall be determined shall mean the date of meeting in which the Board or a committee thereof decides to open the said issuance of FCCBs, or such other time as may be prescribed by the applicable laws from time to time.

The Board of Directors believes that the proposed offer will be in the best interest of the Company and approved the same and recommends the resolution for the consideration and approval by the shareholders by way of Special Resolution. The detailed terms and conditions for the above mentioned issue will be determined by the Board or a Committee thereof, in consultation with the advisers, lead managers and such other authority(ies) as may be required to be consulted.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors  
**For Prism Medico & Pharmacy Limited**

**Registered Office:**

23/91 , White Bungalow , Yashwant Nagar,  
Near Filmistan Studio and Patkar College,  
Opposite BMC School, Goregaon West, Mumbai-400104.

**Sd/-**  
**Anjali Aggarwal**  
**Company Secretary & Compliance Officer**

**Date: 28.08.2017**

**Place: Mumbai**

**DIRECTORS' REPORT**

Dear Shareholders,

The Directors have pleasure in presenting their 15<sup>th</sup> Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2017.

**1. FINANCIAL RESULTS:**

The Financial results are briefly indicated below:

Particulars	Financial Year 2016-17 (Rs.million)	Financial Year 2015-16 (Rs.million)
<b>Total Income</b>	1.53	1.49
<b>Total Expenditure</b>	3.79	1.57
<b>Profit/(Loss) before Taxation</b>	-2.25	-0.08
<b>Profit/ (Loss) after Taxation</b>	-2.27	-0.08

**2. REVIEW OF OPERATION:**

The Company has made profit of Rs. (22,72,873.33)/- during the financial year. Your Director expects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

**3. DIVIDEND:**

Your Director regrets their inability to recommend Dividend in view of inadequacy of Profits and carry forward losses, in year under review.

**4. DEPOSITS:**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

**5. PARTICULARS OF EMPLOYEES:**

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

**6. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

**7. RELATED PARTY TRANSACTIONS :**

There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure in Form AOC-2 and the same forms part of this report.

**8. NUMBER OF MEETINGS:**

The Board has met Ten times during the financial year, the details of which are as under:

**07<sup>th</sup> April 2016, 20<sup>th</sup> April 2016, 27<sup>th</sup> May 2016, 13<sup>th</sup> August 2016, 18<sup>th</sup> August 2016, 07<sup>th</sup> September 2016, 07<sup>th</sup> October 2016, 12<sup>th</sup> November 2016, 22<sup>nd</sup> December 2016, 14<sup>th</sup> February 2017.**

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

**9. COMPOSITION OF COMMITTEES:**

During the F.Y 2016-17, Four **Audit Committee Meetings**, Four **Stakeholder Grievance Committee Meetings**, and One **Nomination And Remuneration Committee Meeting** were held and the Composition as on 31.03.2017 is as below:

<b>AUDIT COMMITTEE</b>	
Ms. Uma Pareek	Chairman & Independent Director
Ms. Charu Pareek	Member & Independent Director
Mr. Pallav Parajulee	Member & Independent Director

<b>STAKEHOLDER GRIEVANCE COMMITTEE</b>	
Mr. Pallav Parajulee	Chairman & Independent Director
Ms. Uma Pareek	Member & Independent Director
Ms. Charu Pareek	Member & Independent Director

<b>NOMINATION AND REMUNERATION COMMITTEE</b>	
Mr. Pallav Parajulee	Chairman & Independent Director
Ms. Uma Pareek	Member & Independent Director
Ms. Charu Pareek	Member & Independent Director

**10. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholder's Relationship Committees.

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:****A. RE-APPOINTMENT OF DIRECTOR:**

Mr. Jasjot Singh and Mr. Gursimran Singh who retires by rotation being eligible offers himself for re-appointment at the ensuing Annual General meeting.

**B. INDEPENDENT DIRECTORS:**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges.

The Independent Directors has met Two times during the financial year without the attendance of non-independent directors and members of the Management, the details of which are as under:

**03<sup>rd</sup> January 2017, 31<sup>st</sup> march 2017**

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

**C. APPOINTMENT OF INDEPENDENT DIRECTOR:**

None of the Directors had appointed in the F.Y 2016-17.

**D. CESSATION OF DIRECTOR:**

None of the Directors had resigned in the F.Y 2016-17.

**E. KEY MANAGERIAL PERSONNEL:**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

- (i) Mr. Jasjot Singh– Managing Director
- (ii) Ms. Anjali Aggarwal– Company Secretary & Compliance Officer

**12. SUBSIDIARIES:**

We have 1 subsidiary company as on 31 March, 2017. During the year, the Board of Directors (the Board) reviewed the affairs of material subsidiaries. We have, in accordance with Section 129(3) of the Companies Act, 2013 prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, the report on the performance and financial position of the subsidiary

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited financial statements of each of the subsidiary will be available on our website <http://www.prismmedicos.com/>. These documents will also be available for inspection during business hours at the registered office of the Company.

**13. DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2017 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2017 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

The Company has not entered into any or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 including Rules made there under and therefore Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is not appended herewith. **ANNEXURE A**

**15. AUDITORS & AUDITORS REPORT:**

M/s. R. Mahajan & Associates, Chartered Accountants, existing auditors of the Company had tendered their resignation from the position of Statutory Auditor due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Accordingly the Board proposes that M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. R. Mahajan & Associates, Chartered Accountants.

M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The appointment of Statutory Auditor caused by resignation of existing auditor needs to be approved by members of the Company within a period of 3 months from the recommendation of the Board. Hence the resolution for appointment of M/s. Harjeet Parvesh & Co, Chartered Accountants as Statutory Auditor of the Company is proposed in this Annual General Meeting for the consent of the members.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

**16. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:**

Information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable in case of your Company.

**17. SECRETARIAL AUDIT REPORT:**

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Jaymin Modi, Company Secretary as Secretarial Auditor of the Company for the financial Year 2016-17. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report. This report contains a qualification as mentioned below:

**18. EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to the Board Report. **ANNEXURE B**



**19. IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The Company has formulated a policy and process for risk Management. The Company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of risks. Risk Management forms an integral part of Management policy and is an ongoing process integrated with the operations.

Company has identified various strategic, operational and financial risks which may impact Company adversely. However management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the Company.

**20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has given loans, guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 and in line with the approval taken from the shareholders in the previous AGM. The details of the Loans given is mentioned under the schedules annexed to Balance Sheet

**21. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:**

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

**22. STOCK EXCHANGES:**

The Company's shares are listed on the following Stock Exchanges:

- (i) **Bombay Stock Exchange Limited (BSE Ltd.)**

**23. CORPORATE GOVERNANCE:**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is not falling within the prescribed ambit as mentioned there in.

**24. MANAGEMENT DISCUSSION ANALYSIS REPORT:**

The details forming part of Management Discussion and Analysis Report is annexed herewith as Annexure to the Board Report. **ANNEXURE C.**

**25. DEMATERILISATION OF SHARES:**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE730E01016 has been allotted for the Company.

Further the Company does not have any Equity shares lying in the Suspense Account.

**26. ACKNOWLEDGEMENTS:**

Your Directors wish to express their sincere appreciation to all the Employees for their contribution and thanks to our valued clients, Bankers and shareholders for their continued support

**Registered Office:**

23/91 , White Bungalow , Yashwant Nagar,  
Near Filmistan Studio and Patkar College,  
Opposite BMC School, Goregaon West, Mumbai-400104.

By Order of the Board  
For Prism Medico & Pharmacy Limited

CIN - L51109MH2002PLC206595

Date: 28.08.2017

Place: Mumbai

Sd/-  
Anjali Aggarwal  
Company Secretary & Compliance Officer

**RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.****A. Research & Development****1. Future plan of action**

The Company is taking necessary steps for the revival of operations.

**B. Technology absorption:****1. Efforts in brief made towards technology absorption, adoption and innovation.**

No new technology was introduced during the Year ended 2016-17.

**2. Benefits derived as a result of the above efforts.**

None.

**3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):****C. Foreign Exchange Earnings and Outgo**

Nil

i. Earning- FOB value of Exports  
Nil

ii. Outgo- CIF Value of Imports  
Nil

**Registered Office:**

23/91 , White Bungalow , Yashwant Nagar,  
Near Filmistan Studio and Patkar College,  
Opposite BMC School, Goregaon West, Mumbai-400104.

By Order of the Board  
For Prism Medico & Pharmacy Limited

CIN - L51109MH2002PLC206595

Date: 28.08.2017

Place: Mumbai

Sd/-  
Anjali Aggarwal  
Company Secretary & Compliance Officer

## ANNEXURE 'A' TO DIRECTORS' REPORT

**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts/arrangements/transaction	NIL
3	Duration of the contracts/arrangements/transaction	NIL
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5	Justification for entering into such contracts or arrangements or transactions'	NIL
6	Date of approval by the Board	NIL
7	Amount paid as advances, if any	NIL
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

No material contracts or arrangement or transactions at arm's length basis.

**Registered Office:**

23/91 , White Bungalow , Yashwant Nagar,  
Near Filmistan Studio and Patkar College,  
Opposite BMC School, Goregaon West, Mumbai-400104.

By Order of the Board of Directors  
For Prism Medico & Pharmacy Limited

CIN - L51109MH2002PLC206595

Sd/-

Anjali Aggarwal

Date: 28.08.2017

Company Secretary & Compliance Officer

Place: Mumbai

## ANNEXURE 'B' TO DIRECTORS' REPORT

## MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE  
FINANCIAL YEAR ENDED ON MARCH 31, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## REGISTRATION AND OTHER DETAILS:

i.	CIN	L51109MH2002PLC206595
ii.	Registration Date	22/03/2002
iii.	Name of the Company	PRISM MEDICO & PHARMACY LIMITED
iv.	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES
v.	Address of the Registered office and contact details	23/91 , White Bungalow , Yashwant Nagar, Near Filmistan Studio and Patkar College, Opposite BMC School, Goregaon West, Mumbai- 400104 Phone:- 022 28733312
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and TransferAgent,if any	Purva Share Registry (India) Pvt. Ltd  Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. r. Boricha Marg, Opp. Kasturba Hospital, Lower Parel,Mumbai,Maharashtra,400011

## PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Finance	99711	100%

## PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address Of The Company	CIN	Subsidiary	%of shares held
1.	HEALTHY BIOSCIENCES PRIVATE LIMITED	U24296PB2008PTC032037	Subsidiary w.e.f. 03.01.2017	100%

## SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2016)				No. of Shares held at the end of the year (31/03/2017)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	0	0	0	0	40,71,628	0	40,71,628	67.15	67.15
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp									
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	0	0	0	0	40,71,628	0	40,71,628	67.15	67.15
<b>2) Foreign</b>									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
<b>2. Non Institutions</b>	0	0	0	0					
a) Bodies Corp.									
(i) Indian									
(ii) Overseas									

b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	511861	0	511861	25.70	1057149	15	1057164	17.44	8.26
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	735855	0	735855	36.94	455929	0	455929	7.52	29.4
c) Others(Specify) (Bodies Corporate,HUF,Foreign Individuals or NRI and Clearing Members)	744284	0	744284	37.36	478707	0	478707	7.89	29.47
Sub-total(B)(2)	1992000	0	1992000	100.00	1991785	15	1991800	32.85	67.2
Total Public Shareholding (B)=(B)(1)+ (B)(2)	1992000	0	1992000	100.00	1991785	15	1991800	32.85	67.2
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand Total (A+B+C)	1992000	0	1992000	100.00	6063413	15	6063428	100	

i. SHAREHOLDING OF PROMOTERS:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	PARAMJEET KAUR	0	00	0	3,08,039	5.08	0	5.08
2.	CHARANJIT SINGH BHATIA	0	0	0	3,575	0.06	0	0.06
3.	GURSIMRAN SINGH	0	0	0	1,42,936	2.36	0	2.36
4.	GURMEET SINGH	0	0	0	6,85,721	11.31	0	11.31
5.	JASJOT SINGH	0	0	0	5,53,857	9.13	0	9.13
6.	AJOONI BIOTECH PRIVATE LIMITED	0	0	0	19,72,143	32.53	0	32.53
7.	PUNJAB BIOTECHNOLOGY PARK LIMITED	0	0	0	4,05,357	6.69	0	6.69

ii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. no.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	At the End of the year	4071628	67.16	4071628	67.16

**I. SHAREHOLDING OF DIRECTORS & KMP**

During the Year there was NIL shareholding of the Directors and KMP in the Company.

**II. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not				
Total(i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
- Addition	NIL	NIL	NIL	NIL
- Reduction				
Net Change	NIL	NIL	NIL	<i>NIL</i>
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL



**REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL****A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	Sachin Sharma (Managing Director)	
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	NIL	
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL	
	(c)Profits in lieu of salary under section 17(3) Income taxAct,1961	NIL	
2.	Stock Option	NIL	
3.	Sweat Equity	NIL	
4.	Commission - as % of profit - others, specify...	NIL	
5.	Others, please specify (Sitting Fees)	NIL	NIL
6.	Total(A)	NIL	NIL
	Ceiling as per the Act (10% of Net Profit of the Company)	0%	

**B. REMUNERATION TO OTHER DIRECTORS:**

Sl. No.	Particulars of Remuneration	Ms.Uma Pareek	Ms. Charu PareekPareek	Pallav ParajuleeParaju	Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL	NIL
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify				
	Total(2)				
	Total(B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act (11% of the Net Profits of the Company)				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD.**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Ms. Barkha Jain (Company Secretary)	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,80,000		1,80,000
	(b) Value of perquisites/s 17(2) Income-tax Act, 1961	0.00		0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00		0.00
2.	Stock Option	0.00		0.00
3.	Sweat Equity	0.00		0.00
4.	Commission - as % of profit - others, specify	0.00		0.00
5.	Others, please specify	0.00		0.00
6.	Total	1,32,000		1,32,000

**III. \*PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

\* There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.

**FORM NO. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017**  
(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies  
(Appointment And Remuneration of Managerial Personnel) Rules, 2014)

To,  
**The Members of**  
**PRISM MEDICO AND PHARMACY LTD**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Prism Medico and Pharmacy Ltd (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Prism Medico and Pharmacy Ltd (hereinafter called "The Company") books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering from 1st April, 2016 to 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Prism Medico and Pharmacy Ltd** for the period covering from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; - **Not Applicable to the Company.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
  - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) Other specifically applicable laws to the Company during the period under review;
  - (i) Income Tax Act, 1961;
  - (ii) Negotiable Instrument Act, 1881;
  - (iii) Information Technology Act, 2000;
  - (iv) Professional Tax
  - (v) Tax Deducted at Source
  - (vi) Value Added Tax(VAT) & Central Sales Tax(CST)

We have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement etc. mentioned above except the following:

1. *The Company is in the process of appointing Chief Financial Officer (CFO) as required under Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors, Women Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Jaymin Modi & Co,  
Company Secretaries**

**Jaymin Modi**  
**CoP No.16948.**  
Date: 28.08.2017  
Place: Mumbai.

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

**Annexure – 1:**

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Jaymin Modi & Co,  
Company Secretaries**

**Jaymin Modi**  
**CoP No.16948.**  
Date: 28.08.2017  
Place: Mumbai.

**ANNEXURE 'C' TO DIRECTORS' REPORT**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31<sup>st</sup> March 2017.

**INDUSTRY STRUCTURE, DEVELOPMENT:**

The Company has been established with the object financing. 2016-17 was a year of mixed growth for the domestic economy, which had, over the previous three years witnessed a series of domestic and external headwinds.

The industry is showing some improvement as a result of shrinking current account and fiscal deficit and stabilization in the rupee. Going ahead your Directors are expecting better industrial development in the coming years.

**SEGMENT-WISE PERFORMANCE:**

The Company trades in a single business segment.

**OPPORTUNITIES AND THREATS:**

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years.

**STRENGTH:**

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

**RISKS AND CONCERNS:**

While risk is an inherent aspect of any business, the Company being in financing so its primarily exposed to credit risk, liquidity risk, interest rate risk as well as operational risks. We maintain a conservative approach and manage the credit risk through prudent selection of clients, delegation of appropriate lending powers and by stipulating various prudential limits. The identification, measurement, monitoring and management of risks remain a key focus area for the Company. We have in place a proper risk mitigating methods and effective credit operations structure. The Board of Directors of your Company endorses the risk strategy and approves the risk policies.

**INFORMATION TECHNOLOGY**

Our Company constantly upgrades its technology both in terms of hardware and software. This also helped installing a good management information system for the management to get timely information for decision making.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The control systems set on place are checked and further supplemented by MIS which provided for planned expenditure and information on disposal and acquisition of assets. Efforts for continued improvement of internal control system are being consistently made in this regard.

**HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:**

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with workers and staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

**CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

## INDEPENDENT AUDITOR'S REPORT

To the Members of Prism Medico And Pharmacy Limited

### Report on the Financial Statements

We have audited the accompanying financial statements of **Prism Medico And Pharmacy Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its Loss and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the "Annexure-I", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-II"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company- Refer Note 19(j) to the financial statements

**For R. Mahajan & Associates**  
**Chartered Accountants**  
**FRN 011348N**

**Akashdeep Chopra**  
**Partner**  
**M. No. 508817**

**Place: Mumbai**  
**Date: 29.05.2017**



**ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF Prism Medico And Pharmacy Limited**

The Annexure referred to in our report to the members of **Prism Medico And Pharmacy Limited** ('the Company') for the year ended 31<sup>st</sup> March, 2017.

We report that:

1. a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) According to the information and explanations given to us, the fixed assets are physically verified by the management on annual basis which in our opinion is at reasonable intervals. As per information and explanations given to us, no material discrepancies were noticed on such verification.  
c) The company does not have any immovable property in its name hence clause (i) (c) of paragraph 3 of the Order is not applicable to the Company
2. The Management has conducted physical verification of inventory at reasonable interval during the year and no material discrepancies were noticed on such physical verification.
3. The company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 & 186 of the Act, with respect to the loans and investments made.
5. The Company has not accepted deposit from the public covered under section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules made there under.
6. The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013, for any of the activities of the company.
7. a). The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with appropriate authorities. According to the information and explanations given to us, undisputed statutory dues payable in respect of the aforesaid dues amounting to Rs 20000/- were outstanding as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.  
b). According to the information and explanations given to us, there are no disputed statutory dues payable in respect of income tax, sales tax, duty of customs, duty of excise and value added tax which have not been deposited on account of dispute as at 31<sup>st</sup> March, 2017.
8. According to the information and explanations given to us, the company has not taken any loan from any financial institution or bank or government or debenture holder, hence clause (viii) of paragraph 3 of the Order regarding default is not applicable to the Company.
9. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year, hence clause (ix) of paragraph 3 of the Order regarding default is not applicable to the Company.
10. Based upon the audit procedures performed and information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under audit.
11. According to the information and explanations given to us the company has not paid/provided for managerial remuneration during the year, hence clause (xii) of paragraph 3 of the Order is not applicable to the Company.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company, hence clause (xii) of paragraph 3 of the Order is not applicable to the Company.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provisions of section 177 and 188 of the Act where applicable and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanation given to us and based on our examination of the records of the company, the Company has made preferential allotment/ private placement of shares during the year. The company has complied with the requirements of Section 42 of the Companies Act, 2013 and the money raised have been remain unutilized to the extent of Rs 1.38 Crore which was lying in the bank account
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For R. Mahajan & Associates**  
**Chartered Accountants**  
**FRN 011348N**

**Akashdeep Chopra**  
**Partner**  
**M. No. 508817**

**Place: Mumbai**  
**Date: 29.05.2017**

## ANNEXURE-II TO THE INDEPENDENT AUDITOR'S REPORT OF Prism Medico And Pharmacy Limited

The Annexure referred to in our report to the members of **Prism Medico And Pharmacy Limited** ('the Company') for the year ended 31<sup>st</sup> March, 2017.

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Prism Medico And Pharmacy Limited** ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For R. Mahajan & Associates  
Chartered Accountants  
FRN 011348N**

**Akashdeep Chopra  
Partner  
M. No. 508817**

**Place: Mumbai  
Date: 29.05.2017**

PRISM MEDICO & PHARMACY LIMITED			
Balance Sheet as at 31st March, 2017			
(Amount in Rupees)			
PARTICULARS	NOTE NO	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	60634280.00	19,920,000
(b) Reserves and Surplus	3	67369189.03	(3,643,647.64)
(c) Money received against share warrants			
<b>(2) Share application money pending allotment</b>			
		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings			
(b) Deferred tax liabilities (Net)			
(c) Other Long term liabilities			
(d) Long term provisions			
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings			
(b) Trade payables	4	-	700,000
(c) Other current liabilities	5	25,01,531.00	842,520
(d) Short-term provisions	6	-	711,694.67
<b>TOTAL</b>		<b>1,30,523,694.03</b>	<b>18,530,567.03</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	7	15,66,634.00	25,084
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments	8	9,99,99,990.00	
(c) Deferred tax assets (net)			
(d) Long term loans and advances			
(e) Other non-current assets			
<b>(2) Current assets</b>			
(a) Current investments			
(b) Inventories	9	78,99,940.00	-
(c) Trade receivables	10	-	850,350
(d) Cash and cash equivalents	11	1,40,21,968.03	5,901,503.03
(e) Short-term loans and advances	12	70,35,162.00	11,753,630
(f) Other current assets			
<b>TOTAL</b>		<b>1,30,523,694.03</b>	<b>18,530,567.03</b>
Summary of significant accounting policies	1		
Notes to Accounts	19		

FOR R. MAHAJAN & ASSOCIATES  
CHARTERED ACCOUNTANTS

[AKASHDEEP CHOPRA]

Partner

M.No.508817

Place: MUMBAI

Date: 29/05/2017

For and on behalf of the Board  
Prism Medico & Pharmacy Limited

(JASJOT SINGH)  
DIRECTOR

(GURSIMRAN SINGH)  
DIRECTOR

PRISM MEDICO & PHARMACY LIMITED				
Profit & Loss Statement for the year ended 31st March, 2017 (Amount in Rupees)				
PARTICULARS		NOTE NO	FOR THE YEAR ENDED 31ST MARCH 2017	FOR THE YEAR ENDED 31ST MARCH 2016
I.	Revenue from Operations	13	8,70,000.00	850,350
II.	Indirect Income	14	6,69,134.00	642,336
III.	Total Revenue (I + II)		<b>15,39,134.00</b>	<b>1,492,686</b>
IV.	<b>EXPENSES:</b>			
	<u>Purchase Of Stock-In-Trade</u>		78,99,940.00	842,520
	Change in Inventories	15	(78,99,940.00)	-
	<u>Administrative &amp; Selling Expenses</u>			
	Employee Benefit Expenses	16	75,000.00	17,000
	Other Administrative and Selling Expenses			
	Other Misc. Expenses	18	35,61,170.33	622,096.50
	Finance Costs	17	1,113.00	172
	Depreciation and Amortization Expense		1,56,030.00	93,896
	Total Expenses		<b>37,93,313.33</b>	<b>1,575,684.50</b>
V.	Profit before Exceptional and Extraordinary Items and Tax (III - IV)		(22,54,179.33)	(82,998.50)
VI.	Exceptional Items			
VII.	Profit before Extraordinary Items and Tax (V - VI)		(22,54,179.33)	(82,998.50)
VIII.	Extra Ordinary Items			
IX.	Profit before Tax (VII - VIII)		(22,54,179.33)	(82,998.50)
X.	Tax Expense:			
	(1) Current Tax		-	-
	(2) Deferred Tax		18,694.00	-
	(4) Previous Year Tax		-	-
XI.	Profit/ (Loss) for the period from Continuing Operations		(22,72,873.33)	(82,998.50)
XII.	Profit/Loss from Discontinuing Operations		-	-
XIII.	Tax Expense of Discontinuing Operations		-	-
XIV.	Profit/ (Loss) from Discontinuing Operations (after Tax) (XII - XIII)		-	-
XV.	Profit/ (Loss) for the Period (XI + XIV)		(22,72,873.33)	(82,998.50)
XVI.	Earnings Per Equity Share			
	(1) Basic		0.76	0.04
	(2) Diluted		0.76	0.04
	Summary of significant accounting policies	1		
	Notes to Accounts	19		

FOR R.MAHAJAN & ASSOCIATES  
CHARTERED ACCOUNTANTS

For and on behalf of the Board  
Prism Medico & Pharmacy Limited

[AKASHDEEP CHOPRA]  
Partner  
M.No.508817  
Place: MUMBAI  
Date: 29/05/2017

(JASJOT SINGH)  
DIRECTOR

(GURSIMRAN SINGH)  
DIRECTOR

## Annexures to the Balance Sheet

(Amount in Rs.)

Note - 2 Share Capital		As at 31st March, 2017		As at 31st March, 2016	
		No. Of share	Value (Rs.)	No. Of share	Value (Rs.)
1	<b>Authorized Capital</b>				
	Equity Shares of Rs 10/- each	10000000	100000000	2000000	20000000
	<b>TOTAL</b>	10000000	100000000	2000000	20000000
2	<b>Issued,</b>				
	Equity share of Rs. 10/- each	6063428	60634280	1992000	19920000
3	<b>Subscribed &amp; Fully Paid -up</b>				
	Equity share of Rs. 10/- each	6063428	60634280	1992000	19920000
	<b>TOTAL</b>		<b>60634280</b>		<b>19920000</b>

A	Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :		
		No. Of share	No. Of share
	<b>Ordinary Shares Issued:</b>		
	At the beginning of the year	1992000	1992000
	Issued during the Year	4071428	-
	Outstanding at the end of the year	60,63,428	1992000
	<b>Subscribed &amp; Paid -up</b>		
	<b>Ordinary Shares:</b>		
	At the beginning of the year	1992000	1992000
	Issued during the Year	4071428	0
	Less Forfeited During the Year	0	0
	Outstanding at the end of the year	60,63,428	1992000

B	Terms/ right attached to Equity Shares
	The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

<b>C</b>	<b>Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :</b>	NIL		NIL	
<b>D</b>	<b>Details of Share held by each Shareholder holding more than 5% shares</b>				
<b>Ordinary shares with Voting Rights</b>		<b>As at 31st March, 2017</b>		<b>As at 31st March, 2016</b>	
		<b>No of Shares</b>	<b>%</b>	<b>No of Shares</b>	<b>%</b>
	Ajooi Biotech Pvt Ltd	19,72,143	32.53%	-	-
	Gurmeet Singh	6,85,721	11.31%	-	-
	Jasjot Singh	5,53,857	9.13%	-	-
	Punjab Biotechnology Park Ltd	4,05,357	6.68%	-	-
	Paramjeet Kaur	3,08,039	5.08%	-	-
	Share India Securities Ltd	-	-	135,962	6.83%
	Huzaifah Hussein Bagasrawala	-	-	100,000	5.02%
	Emerald Corporate Advisory Pvt Ltd	-	-	170,000	8.53%
	Madhukar Sheth	-	-	105,500	5.30%
		3925117	64.73%	511462	25.68%

<b>NOTE # 3</b>	<b>As at 31st March,</b>	<b>As at 31st March,</b>
<b>Reserves and Surplus</b>	<b>2017</b>	<b>2016</b>
(a) General Reserve	-	
As per last Balance Sheet		
Addition during the year		
(b) Securities Premium		
As per last Balance Sheet		
Addition during the year	7,32,85,710.00	-
	7,32,85,710.00	-
(c) Surplus i.e. Balance in the Statement of Profit & Loss		
As per last Balance Sheet	(36,43,647.64)	(3,560,649.14)
Addition during the year	(22,72,873.33)	(82,998.50)
Allocations & Appropriations		
Transfer to Reserves	(59,16,520.97)	(3,643,647.64)
	6,73,69,189.03	(3,643,647.64)



<b>NOTE # 4</b> <b>Short-Term Borrowings</b>	<b>As at 31st March, 2017</b>	<b>As at 31st March, 2016</b>
<b>Unsecured Loan</b>		
<b>Loan From Related party</b>		
From Directors	-	200000
Loan from Bodies Corporate		500000
	-	-
<b>NOTE # 5</b>		
<b>Trade Payables</b>		
Acceptances	-	-
other the Acceptances	-	842520
	-	842520
<b>NOTE # 6</b>		
<b>Current Liabilities</b>		
Other Current Liabilities	25,01,531.00	711,694.67
	25,01,531.00	711,694.67
<b>NOTE # 8</b>		
<b>NON CURRENT INVESTMENTS</b>		
Other Investments		
Investment In Equity Shares		
Unquoted		
<b>Investment In Subsidiary Company</b>		
<b>Healthy Biosciences Pvt. Ltd</b>		
10000000 equity shares of face value of Rs 10/- (Previous year NIL)	9,99,99,990	
	9,99,99,990	
<b>NOTE # 9</b>		
<b>INVENTORIES</b>		
Stock In Trade	7899940	
(As taken, valued & certified by Management)	78,99,940	
<b>NOTE # 10</b>		
<b>Trade Receivables</b>		
Secured, Considered Good		
- Outstanding for a period exceeding six months		
- Others		
Less: Allowance for Bad & Doubtful Debts		
Unsecured, Considered Good		
- Outstanding for a period exceeding six months		
- Others	-	850,350
Less: Allowance for Bad & Doubtful Debts		
	-	850,350

**NOTE # 11**

**Cash and Cash Equivalents**

Balance with Banks

14020671.53

5,879,206.53

Cash in hand

12,96.50

22,296.50

1,40,21,968.03

5,901,503.03

**NOTE # 12**

**SHORT TERM LOANS & ADVANCES**

**Other Current Assets (Residual Head)**

Loans

63,38,340.00

11,076,119

Security Deposit

2,500

62,500

Advance to Parties

2,72,398.00

2,00,000

Income Tax refund

421,924

415,011

70,35,162.00

11,753,630.00

## Annexures to the Profit &amp; Loss Statement

Particulars	For the Year Ended 31st March 2017	For the Year Ended 31st March 2016
<b>NOTE # 13</b>		
<b>Revenue From Operations</b>		
Sales ( Medical Devices)	-	850350
Consultancy Income	8,70,000	-
	850350	850350
<b>NOTE # 14</b>		
<b>Other Incomes</b>		
Interest Income	669134	642336
	669134	642336
<b>NOTE # 15</b>		
<b>CHANGE IN INVENTORIES</b>		
Opening Stock	7899940	-
Less : Closing Stock	7899940	-
<b>NOTE # 16</b>		
<b>Employee Benefit Expenses</b>		
Salaries	75,000	17,000
	75,000	17,000
<b>NOTE # 18</b>		
<b>Other Expenses</b>		
Publishing Expenses	-	14947
Auditor's Remuneration	57,500.00	34350
Postage & Courier Expenses	43,451.00	27,460.50
Conveyance Expenses	-	16450
Assets Written Off	-	4381
Office Rent	90,000.00	105,000
Custodian Charges	53,109.00	-
Printing & Stationery	20,903.00	31,205
Prior Period Expenses	-	36762
Short & Excess	61.33	-
Meeting & Conference Expenses	-	5500
Legal & Professional charges	19,90,915.00	59,491
Listing expenses\ RTA Expenses	3,02,450.00	271,550
Travelling Expenses	1,16,981.00	-
Roc Expenses	8,51,300.00	15,000
Office Expenses	34,500.00	-
<b>Total</b>	<b>35,61,170.33</b>	<b>622,096.50</b>

## NOTE # 7

Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.2016	Addition	Sale / Transfer	Cost as on 31.03.2017	As on 01.04.2016	For the Year	Sale / Adjustment	As on 31.03.2017	W.D.V as on 31.03.2017	W.D.V as on 31.03.2016
COMPUTER	1,56,153.00	2,85,000.00	-	4,41,153.00	1,48,345.00	42,751.00		1,91,096.00	2,50,057.00	7,808.00
FUR & FIXTURE	3,00,011.00	8,32,580.00	-	11,32,591.00	2,85,010.00	51,194.00		3,36,204.00	7,96,387.00	15,001.00
OFFICE EQUIP.	28,000.00	1,30,000.00	-	1,58,000.00	26,600.00	13,916.00		40,516.00	1,17,484.00	1,400.00
GENERATOR	-	4,50,000.00	-	4,50,000.00	-	48,169.00		48,169.00	4,01,831.00	-
PRINTER	17,500.00	-	-	17,500.00	16,625.00	-		16,625.00	875.00	875.00
<b>TOTAL</b>	<b>5,01,664.00</b>	<b>16,97,580.00</b>	<b>-</b>	<b>21,99,244.00</b>	<b>4,76,580.00</b>	<b>1,56,030.00</b>	<b>-</b>	<b>6,32,610.00</b>	<b>15,66,634.00</b>	<b>25,084.00</b>
PREVIOUS YEAR	5,89,291.00		87,627.00	5,01,664.00	4,65,930.00	93,896.00	83,246.00	4,76,580.00	25,084.00	1,23,361.00

**Notes to financial statements for the year ended 31<sup>st</sup> March, 2017****NOTES FORMING PART OF THE ACCOUNTS****SIGNIFICANT ACCOUNTING POLICIES****a) System of Accounting :**

- i) The books of accounts are maintained on mercantile basis except where otherwise stated.
- ii) The financial statements are prepared under the historical cost convention in accordance with the applicable Accounting Standards issued by The Institute of Chartered Accountants of India and as per the relevant representational requirements of the Companies Act, 2013.
- iii) Accounting policies not specifically referred to are consistent with generally accepted accounting practices, except where otherwise stated

**b) Revenue Recognition:**

- i) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can reliably measured.
- ii) Interest income is recognized on time proportion basis.
- iii) Dividend income is recognized when right to receive is established.
- iv) Profit / Loss on sale of investments is accounted on the trade dates.

**c) Valuation of Investment:**

Investments are classified into non current and current investments. Non Current investments are stated at cost and provision wherever required, made to recognize any decline, other than temporary, in the value of such investments. Current investments are carried at lower of cost and fair value and provision wherever required, made to recognize any decline in carrying value.

**d) Fixed Assets:**

Fixed Assets are stated in books at historical cost inclusive of all incidental expenses.

Cost comprises the purchase price and any attributable cost of bringing the assets to working condition for its intended use.

**e) Depreciation:**

Depreciation on assets has been charged on written down value method based on the useful life of the assets specified in schedule II of Companies Act 2013.

**f) Retirement Benefits:**

- i) Leave encashment benefits are charged to Profit & Loss Account in each year on the basis of actual payment made to employee. There are no rules for carried forward leave.
- ii) No provision has been made for the retirement benefits payable to the employees since no employee has yet put in the qualifying period of service & the liability for the same will be provided when it becomes due.

**g) Inventories**

- iii) Inventories are valued at cost (using FIFO method ) or net releasable value, whichever is lower.

**h) Impairment of Assets:**

The carrying amounts of assets are reviewed at the balance sheet date to determine whether there are any indications of impairment. If the carrying amount of the fixed assets exceeds the recoverable amount at the reporting, the carrying amount is reduced to the recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use, the value in use determined by the present value estimated future cash flows. Here carrying amounts of fixed assets are equal to recoverable amounts.

**i) EARNING PER SHARE**

- a) Earning per share is calculated by dividing the net profit or loss for the period attributable to equity share holders by the weighted average number of equity shares outstanding during the period.
- b) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluted potential equity shares.

**j) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions are recognised when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liability is disclosed for:

- i) Possible obligations which will be confirmed by future events not wholly within the control of the company, or
- ii) Present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

**k) Accounting for Taxes on Income**

- i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- ii) Deferred Tax is recognized subject to the consideration of prudence on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates.

**19 :- OTHER INFORMATION****a. A) Contingent Liabilities:**

- a) Claims against the company not acknowledged as debts Nil Previous Year Nil
- b) Guarantees to Banks and Financial institutions against credit facilities extended to third parties Nil Previous Year Nil
- c) Other money for which the company is contingently liable Nil Previous Year Nil

**B) Commitments :**

- i) Uncalled liability on partly paid up shares- Nil Previous Year (Nil)
- ii) Estimated amount of contracts remaining to be executed on capital accounts- NIL. Previous Year (Nil)
- iii) Other Commitments Nil Previous Year Nil

b. In the opinion of Board of Directors & best of their knowledge & belief the provisions of all known liabilities are adequate.

c. In the opinion of Board of directors, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

d. CIF value of Imports: NIL Previous Year (Nil)

e. Earning & Expenditure in Foreign Currency: NIL Previous Year (Nil)

f. The activities of the company do not involve conservation of energy or absorption of technology.

	<b>2016-17</b>	<b>2015-16</b>
g. Payments to Auditor's :		
Statutory Audit Fees :	57500/-	34350/-
h. Director's remuneration:	NIL	NIL

i. Amount due to / from the parties are subject to confirmation.

j.

	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 8.11.2016	Nil	12,296	12,296
(+) Permitted receipts	Nil	Nil	Nil
(-) Permitted payments	Nil	Nil	Nil
(-) Amount deposited in banks	Nil	11,000	11,000
Closing cash in hand as on 30.12.2016	Nil	1,296	1,296

k. AS per Accounting Standard (AS-20) on Earning per share (EPS) issued by the ICAI, the particulars of EPS for the equity shareholders are as below:

S. No.	Particulars	Current year 2017	Previous year 2016
1	Net Profit (loss) as per P/L A/c	(2272873.33)	(82998.50)
2	Average No. of equity shares used as denominator for calculating EPS	3009857	1992000
3	EPS (Basic & Diluted) (Rs.)	(0.76)	(0.04)
4	Face value of each equity share (Rs.)	10	10

l.

**Related Party Disclosure:**

(A) Name of related parties and description of relationship:

- (1) Subsidiary Company:
  - a) Healthy Biosciences Pvt. Ltd
- (2) Other Related Parties
  - Punjab Biotechnology Park Ltd
  - Ajooni Biotech Pvt. Ltd.
- (3) Key Management Personnel
  - Mr. Sachin Sharma
  - Mr. Jasjot Singh
  - Mr. Gursimran Singh
  - Ms. Barkha Jain

(B) Transaction entered during the year with related party balances outstanding at the year end in respect of transactions entered into during the year with the related parties

Nature of Transaction	Transaction value	Outstanding amount carried in balance sheet
Allotment of Shares		
Mr. Jasjot Singh	Rs 15502396.00	N.A
Mr. Gursimran Singh	Rs 4002208.00	N.A
Punjab Biotechnology Park Ltd	Rs 11349996.00	N.A
Ajooni Biotech Pvt. Ltd.	Rs.55220004.00	N.A

n. As per information available with the company, no amount is due to any Undertaking/ Enterprise covered under the Micro, Small and Medium Enterprise Development Act, 2006.

O. The co does not have more than one segment in line with the accounting standards (AS-17) – Segment Reporting issued by the institute of Chartered Accountant of the India.

P Information regarding Purchase and Sale of Stock in trade during the year.

Particulars	Purchase	Sale
Medicines	7899940	Nil

q. The figures of the previous years have been regrouped and rearranged wherever it is considered necessary.

AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED

For R.MAHAJAN & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN 011348N

FOR & ON BEHALF OF THE BOARD

(AKASHDEEP CHOPRA)  
PARTNER  
M. NO. 508817

(JASJOT SINGH )  
DIRECTOR  
DIN: 01937631

(GURSIMRAN SINGH )  
DIRECTOR  
DIN: 02209675

Place : Mumbai  
Dated : 29-05-2017



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS		31-03-17 (Rupees)	31-03-16 (Rupees)
<b>A</b>	<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
	Net Profit /(Loss) before tax and Extra Ordinary items	(22,54,179)	(82,999)
	<u>Adjustment for:-</u>		
	Depriciation	1,56,030	93,896
	Assests Written Off	-	4,381
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	(20,98,149)	15,278
	<u>Adjustment for:-</u>		
	Trade and other receivables	850,350	(850,350)
	Inventories	(78,99,940)	
	Trade Payables and other liabilities	9,47,316	1,300,336
	Others receivables/Current Assets/Deferred Tax Assets		
	Cash generated from operations	(82,00,423)	465,264
	Direct Taxes Paid	-	-
	Extra-Ordinary Items	-	-
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>I</b> (82,00,423)	465,264
<b>B</b>	<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
	Purchase of Fixed Assets	(16,97,580)	-
	Sale of Fixed Assets		
	Loans/Deposits received back	4718468	4,597,664
	Sale of Investments		
	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>II</b> 3020888	4,597,664
<b>C</b>	<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
	Loans taken/ repaid	(700,000)	500,000
	Issue of Equity shares	1,40,00,000	
	<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>III</b> 1,33,00,000	500,000
	<b>NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS</b>	81,20,465	5,562,928
	<u>Add:- CASH &amp; CASH EQUIVALENTS AS AT 01/04/2016</u>	5901504	338576
	<b>CASH &amp; CASH EQUIVALENTS AT AT 31/03//2017</b>	14021969	5,901,504

For R.MAHAJAN & ASSOCIATES  
 CHARTERED ACCOUNTANTS  
 FRN 011348N

(AKASHDEEP CHOPRA)  
 PARTNER  
 M. NO. 508817

## INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

### TO THE MEMBERS OF PRISM MEDICO AND PHARMACY LIMITED

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of PRISM MEDICO AND PHARMACY LIMITED. ("the holding Company") and its subsidiary ("the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information

#### Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and its consolidated profit and its consolidated Cash Flows for the year ended on that date.

## Other Matters

We did not audit the financial statements of the subsidiary company Healthy Biosciences Pvt Ltd whose financial statements reflect total assets of Rs 143444146.00 as on 31st March 2017, total revenue of Rs 51941274.00 and net cash flows of Rs 4598553.00 for the year then ended. However the Healthy Biosciences Pvt Ltd has become the subsidiary w.e.f 03.01.2017. The financial statements of subsidiary company has been audited by other auditor whose report has been furnished to us by the management and our opinion is based solely on the report of other auditor.

## Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion proper books of account as required by law relating to preparation of the afore said consolidated financial statements have been kept by the Company so far as appears from our examination of those books;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in "Annexure-I"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - 1) The holding company does not have any pending litigations which would impact its financial position.
    - 2) The company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - 3) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group
    - 4) The holding company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company- Refer Note 25(8)

**For R. Mahajan & Associates**  
**Chartered Accountants**  
**FRN 011348N**

**Akashdeep Chopra**  
**Partner**  
**M. No. 508817**  
**Place: Mumbai**  
**Date: 29.05.2017**

**ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF PRISM MEDICO AND PHARMACY LIMITED  
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013  
("the Act")**

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March 2017 we have audited the internal financial controls over financial reporting of Prism Medico And Pharmacy Limited("the Company") and its subsidiary company which is a company incorporated in India.

**Management's Responsibility for Internal Financial Controls**

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Holding Company and its subsidiary company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to financial statements of subsidiary company is based on the corresponding reports of the auditor of the subsidiary company.

**For R. Mahajan & Associates**  
**Chartered Accountants**  
**FRN 011348N**

**Akashdeep Chopra**  
**Partner**  
**M. No. 508817**  
**Place: Mumbai**  
**Date: 29.05.2017**

PRISM MEDICO & PHARMACY LIMITED Consolidated Balance Sheet as at 31st March, 2017			(Amount in Rupees)
PARTICULARS	NOTE NO	AS AT 31ST MARCH 2017	
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	60634280.00	
(b) Reserves and Surplus	3	73840095.00	
(c) Money received against share warrants			
<b>(2) Share application money pending allotment</b>		-	
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	4	29356625	
(b) Deferred tax liabilities (Net)		26789	
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	5	2705634.00	
(b) Trade payables	6	7636478.00	
(c) Other current liabilities	7	4116781.00	
(d) Short-term provisions	8	25000	
<b>TOTAL</b>		<b>178341682.00</b>	
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
<i>(a) Fixed assets</i>			
(i) Tangible assets	9	99054187	
(b) Long term loans and advances	10	230089	
(c) Other non-current assets	11	5855907	
<b>(2) Current assets</b>			
(a) Inventories	12	34058210.00	-
(b) Trade receivables	13	8448077.00	
(c) Cash and cash equivalents	14	19507843.00	
(d) Short-term loans and advances	15	10979004.00	
(e) Other current assets	16	208365.00	
<b>TOTAL</b>		<b>178341682.00</b>	
significant accounting policies	1		
Other Information	25		

For **R. MAHAJAN & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FRN 011348N

FOR & ON BEHALF OF THE BOARD

(AKASHDEEP CHOPRA)  
PARTNER  
M. NO. 508817

(JASJOT SINGH)  
DIRECTOR  
DIN: 01937631

(GURSIMRAN SINGH)  
DIRECTOR  
DIN: 02209675

Place : Mumbai  
Dated : 29-05-2017

<b>PRISM MEDICO &amp; PHARMACY LIMITED</b>			
<b>Consolidated Profit &amp; Loss Statement for the year ended 31st March, 2017</b>			
<b>(Amount in Rupees)</b>			
<b>PARTICULARS</b>		<b>NOTE NO</b>	<b>FOR THE YEAR ENDED 31ST MARCH 2017</b>
I.	Revenue from Operations	17	25001448.64
	Other Income	18	684134.00
III.	Total Revenue		<b>25685582.64</b>
IV.	<b>EXPENSES:</b>		
	Purchase Of Stock-In-Trade		78,99,940.00
	Cost of material consumed	19	14412305.00
	Change in Inventories	20	(7683142.00)
	Employee Benefit Expenses	21	679457.00
	Finance Costs	22	938614.67
	Manufacturing Expenses	23	805534.00
	Depreciation		615443.00
	Other Expenses	24	3760136.33
	Total Expenses		<b>21428288.00</b>
V.	<b>Profit before Tax (III - IV)</b>		<b>4257294.64</b>
	Tax Expense:		
	(1) Current Tax		25000.00
	(2) Deferred Tax		59262.00
	(3) MAT Credit Entitlement		25000.00
	<b>Profit/ (Loss) for the Period</b>		<b>4198032.64</b>
	Earnings Per Equity Share		
	(1) Basic		1.39
	(2) Diluted		1.39
	significant accounting policies	1	
	Other Information	25	

FOR R.MAHAJAN & ASSOCIATES  
CHARTERED ACCOUNTANTS

For and on behalf of the Board  
Prism Medico & Pharmacy Limited

[AKASHDEEP CHOPRA]  
Partner  
M.No.508817  
Place: MUMBAI  
Date: 29/05/2017

(JASJOT SINGH)  
DIRECTOR

(GURSIMRAN SINGH)  
DIRECTOR

## Annexures to the Balance Sheet

(Amount in Rs.)

Note - 2 Share Capital		As at 31st March, 2017		As at 31st March, 2016	
		No. Of share	Value (Rs.)	No. Of share	Value (Rs.)
1	<b>Authorized Capital</b>				
	Equity Shares of Rs 10/- each	10000000	100000000	2000000	20000000
	<b>TOTAL</b>	10000000	100000000	2000000	20000000
2	<b>Issued.</b>				
	Equity share of Rs. 10/- each	6063428	60634280	1992000	19920000
3	<b>Subscribed &amp; Fully Paid -up</b>				
	Equity share of Rs. 10/- each	6063428	60634280	1992000	19920000
	<b>TOTAL</b>		<b>60634280</b>		<b>19920000</b>

A Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :			
		No. Of share	No. Of share
<b>Ordinary Shares Issued:</b>			
At the beginning of the year		1992000	1992000
Issued during the Year		4071428	-
Outstanding at the end of the year		60,63,428	1992000
<b>Subscribed &amp; Paid -up</b>			
<b>Ordinary Shares:</b>			
At the beginning of the year		1992000	1992000
Issued during the Year		4071428	0
Less Forfeited During the Year		0	0
Outstanding at the end of the year		60,63,428	1992000

B Terms/ right attached to Equity Shares		
The Company has Only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is Entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaning assets of the Company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.		
C	Detail of shares held by the holding company, the ultimate holding company, their subsidiaries and associates :	NIL



D	Details of Share held by each Shareholder holding more than 5% shares				
	Ordinary shares with Voting Rights	As at 31st March, 2017		As at 31st March, 2016	
		No of Shares	%	No of Shares	%
Ajooi Biotech Pvt Ltd	19,72,143	32.53%	-	-	
Gurmeet Singh	6,85,721	11.31%	-	-	
Jasjot Singh	5,53,857	9.13%	-	-	
Punjab Biotechnology Park Ltd	4,05,357	6.68%	-	-	
Paramjeet Kaur	3,08,039	5.08%	-	-	
Share India Securities Ltd	-	-	135,962	6.83%	
Huzaifah Hussein Bagasrawala	-	-	100,000	5.02%	
Emerald Corporate Advisory Pvt Ltd	-	-	170,000	8.53%	
Madhukar Sheth	-	-	105,500	5.30%	
	3925117	64.73%	511462	25.68%	

NOTE # 3	As at 31st March,
Reserves and Surplus	2017
(a) General Reserve	-
As per last Balance Sheet	
Addition during the year	
(b) Securities Premium	
As per last Balance Sheet	
On issue of shares	7,32,85,710.00
	7,32,85,710.00
(c) Surplus i.e. Balance in the Statement of Profit & Loss	
As per last Balance Sheet	(36,43,647.64)
Addition during the year	4798032.64
	554385.00
	73840095.00

NOTE # 4	As at 31st March, 2017
Long-Term Borrowings	
<u>Unsecured Loan</u>	
From Banks	29356625
	29356625

**NOTE # 5****Short Term Borrowings**

Unsecured Loans	-
Loan From Related party	-
Cash Credit from Canara Bank	2705634.00
From Directors	-
Loan from Bodies Corporate	-
	2705634.00

**NOTE # 6****TRADE PAYABLES**

Trade Payables	7636478.00
	7636478.00

**NOTE # 7****OTHER CURRENT LIABILITIES**

Other Liabilities	4116781.00
	4116781.00

**NOTE # 8****SHORT TERM PROVISIONS**

Provision for Income Tax	25000.00
	25000.000

**NOTE # 10****LONG TERM LOAN AND ADVANCES**

Security Deposits	230089
	230089

**NOTE # 11****OTHER NON CURRENT ASSETS**

Preliminary Expenses	140886
Goodwill on Consolidation	5715021
	5855907.00

**NOTE # 12****INVENTORIES****(As taken, valued & certified by Management)**

Trading Goods	7899940
Raw Materials	21117520
Other Misc. Stock	1215230
Packing Material	1074540
Finished Goods	2750980
	34058210.00

**NOTE # 13****TRADE RECEIVABLES**

(Unsecured considered good by management)

Debt outstanding for a period exceeding

Six Months

(From the day they become Payable)

Others

-  
230070  
-  
-

8218007

8448077.00

**NOTE # 14****CASH & CASH EQUIVALENTS**

Cash in Hand

Balance with Banks

341275.50

19166567.50

19507843.00

**NOTE #15****SHORT TERM LOANS & ADVANCES**

Loans

(Unsecured, Considered good by the management )

Security Deposits

Advance to Parties

Balance with Revenue Authorities

6338340.00

2500.00

2041916.00

2596248.00

10979004.00

**NOTE # 16****OTHER CURRENT ASSETS**

Prepaid Expenses

MAT Credit Entitlement

26965

181400

208365.00

**Note: 9**  
**FIXED ASSETS- TANGIBLE**

Assets	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	Cost as on 01.04.2016	Addition	Assets Of Subsidiary	Sale / Transfer	Cost as on 31.03.2017	As on 01.04.2016	For the Year	Sale / Adjustment	As on 31.03.2017	W.D.V as on 31.03.2017	W.D.V as on 31.03.2016
COMPUTER	1,56,153.00	2,85,000.00	19870	-	461023	1,48,345.00	47942		196287	264736	7,808.00
FUR & FIXTURE	3,00,011.00	8,32,580.00	1107520	-	2240111	2,85,010.00	83271		368281	1871830	15,001.00
LAND	-	-	44638496	-	44638496	-	-		-	44638496	-
BUILDING	-	-	3174881	-	3174881	-	27826		27826	3147055	-
VEHICLE	-	-	2722218	-	2722218	-	88206		88206	2634012	-
ELECTRICAL INSTALLATION	-	-	198236	-	198236	-	3235		3235	195001	-
PLANT & MACHINERY	-	-	45038904	-	45038904	-	234274		234274	44804630	-
LAB EQUIPMENTS	-	-	176299	-	176299	-	2338		2338	173961	-
TOOLS & DIES	-	-	504046	-	504046	-	20351		20351	483695	-
OFFICE EQUIP.	28,000	1,30,000	366496	-	524496	26,600	59831		86431	438065	1,400.00
GENERATOR	-	4,50,000	-	-	450000	-	48,169		48,169	4,01,831.00	-
PRINTER	17,500	-	-	-	17500	16,625	-		16,625	875.00	875.00
<b>TOTAL</b>	<b>5,01,664.00</b>	<b>16,97,580.00</b>	<b>97946966</b>	<b>-</b>	<b>100146210</b>	<b>4,76,580.00</b>	<b>615443</b>	<b>-</b>	<b>1092023</b>	<b>99054187</b>	<b>25,084.00</b>

## Annexures to the Profit &amp; Loss Statement

Particulars	For the Year Ended 31st March 2017
<b>NOTE # 17</b>	
<b>Revenue From Operations</b>	
Sales	
Less : Excise Duty	24131448.64
Consultancy Income	8,70,000
	25001448.64
<b>NOTE # 18</b>	
<b>Other Incomes</b>	
Interest	669134
Rent	15000
	684134
<b>NOTE # 19</b>	
<b>RAW MATERIAL CONSUMED</b>	
Opening Stock	21589737
Add Purchases	13940088
Less : Closing Stock	21117520
	14412305
<b>NOTE # 20</b>	
<b>CHANGE IN INVENTORIES</b>	
Opening Stock	-
Traded Goods	-
Finished Goods	2967778
Less : Closing Stock	
Traded Goods	7899940
Finished Goods	2750980
	(7683142.00)
<b>NOTE # 21</b>	
<b>EMPLOYEE BENEFIT EXPENSES</b>	
Salaries	531154
Contribution to Employees Provident Fund	114647
ESIC Contribution	10208
Staff Welfare Expenses	23448
	679457
<b>NOTE # 22</b>	
<b>FINANCE COSTS</b>	
Interest Paid	922479
Bank Charges	16135.67
	938614.67
<b>NOTE # 23</b>	
<b>MANUFACTURING EXPENSES</b>	
Electricity & Fuel Expenses	563345
Stores & Spares	68638
Printing Charges	16000
Repair & Maintenance Machinery	6710
Packing Materials	150841
	805534.00

**NOTE # 24****Other Expenses**

Publishing Expenses	-
Auditor's Remuneration	92000
Postage & Courier Expenses	47420
Rebate & Discount	1567
Office Rent	90000
Custodian Charges	53109
Printing & Stationery	20903
Repair & maintenance	49572
Insurance Exp	4847
Short & Excess	61.33
Misc Expenses	17397
Legal & Professional charges	2012314
Listing expenses\ RTA Expenses	302450
Telephone Expenses	31748
Travelling Expenses	116981
Roc Expenses	885267
Office Expenses	34500
<b>Total</b>	<b>3760136.33</b>

**NOTE -1****SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED FINANCIAL STATEMENTS**

Forming Part of the Consolidated Balance Sheet and Profit & Loss Accounts for the year ended 31<sup>st</sup> March, 2017.

**A. SIGNIFICANT ACCOUNTING POLICIES****2. Basis of Preparation of Consolidated Financial Statements**

These consolidated financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of Companies Act, 2013.

**2. Principles of Consolidation**

The consolidated financial statements relate to Prism Medico & Pharmacy Ltd ("the company") and its subsidiary company Healthy Biosciences Pvt. Ltd. The consolidated financial statements have been prepared on the following basis

- a) The financial statements of the company and its subsidiary company is combined on a line by line basis by adding together the book value of like items of assets, liabilities, incomes and expenses after fully eliminating the intra group transactions in accordance with the Accounting Standard 21 - "Consolidated Financial Statements"
- b) The difference between the cost of investment in subsidiary over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case maybe.
- c) Minority Interest's share of net profit of subsidiary for the year is identified and adjusted against the income of the group to arrive at the net income attributable to shareholders of the company.
- d) Minority Interest's share of net assets of subsidiary is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the companies shareholders.
- e) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and are presented in the same manner as the company's standalone financial statements.

**3. Revenue Recognition:**

- i) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can reliably measured.
- ii) Interest income is recognized on time proportion basis.
- iii) Dividend income is recognized when right to receive is established.
- iv) Profit / Loss on sale of investments is accounted on the trade dates.

**4. Valuation of Investment:**

Investments are classified into non current investments and current investments. Non current investments are stated at cost and provision wherever required, made to recognize any decline, other than temporary, in the value of such investments. Current investments are carried at lower of cost and fair value and provision wherever required, made to recognize any decline in carrying value.

**5. Fixed Assets & intangible assets:**

Fixed Assets are stated in books at historical cost inclusive of all incidental expenses. Cost comprises the purchase price and any attributable cost of bringing the assets to working condition for its intended use. Intangible assets are recorded at the consideration paid for acquisition of such assets.

**6. Depreciation & Amortization:**

Depreciation on the fixed assets has been provided to the extent of depreciable amount on SLM basis by the subsidiary company. Depreciation has been provided based on useful life of the assets as prescribed in the Schedule II of the Companies Act, 2013. Depreciation for assets purchased/sold during the year is proportionately charged. Intangible assets are amortized over their respective individual estimated useful lives on SLM basis.

The holding company has charged depreciation on fixed assets on written down value method based on useful life of the fixed assets specified in Schedule II of the Companies Act, 2013.

**7. Retirement Benefits:**

- i) Leave encashment benefits are charged to Profit & Loss Account in each year on the basis of actual payment made to employee. There are no rules for carried forward leave.
- ii) No provision has been made for the retirement benefits payable to the employees since no employee has yet put in the qualifying period of service & the liability for the same will be provided when it becomes due.

**8. Inventories**

Inventories are valued at cost (using FIFO method) or net realizable value, whichever is lower.

**9. Impairment of Assets:**

The carrying amounts of assets are reviewed at the balance sheet date to determine whether there are any indications of impairment. If the carrying amount of the fixed assets exceeds the recoverable amount at the reporting, the carrying amount is reduced to the recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use, the value in use determined by the present value estimated future cash flows. Here carrying amounts of fixed assets are equal to recoverable amounts.

**10 Earning Per Share**

Earning per share is calculated by dividing the net profit or loss for the period attributable to equity share holders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluted potential equity shares.

**11. Provisions, Contingent Liabilities And Contingent Assets**

Provisions are recognised when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liability is disclosed for:

- i) Possible obligations which will be confirmed by future events not wholly within the control of the company, or
- ii) Present obligation arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

**12. Accounting for Taxes on Income**

- i) Current tax is determined as the amount of tax payable in respect of taxable income for the year.
- ii) Deferred Tax is recognized subject to the consideration of prudence on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates.

**OTHER INFORMATION****1. A) Contingent Liabilities:**

- a) Claims against the company not acknowledged as debts Nil
- b) Guarantees to Banks and Financial institutions against credit facilities extended to third parties Nil
- c) Other money for which the company is contingently liable Nil

**B) Commitments :**

- i) Uncalled liability on partly paid up shares- Nil
  - ii) Estimated amount of contracts remaining to be executed on capital accounts- NIL.
  - iii) Other Commitments Nil
3. In the opinion of Board of Directors & best of their knowledge & belief the provisions of all known liabilities are adequate.
  4. In the opinion of Board of directors, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.
  5. During the current financial year the company has entered into Share Swap Agreement with M/s Healthy Biosciences Private limited for acquiring the 100% percent Equity Shares ( 10000000 equity shares of face value of Rs 10/- each) in lieu of which 3571428 equity shares of face value of Rs 10/- each fully paid up were allotted to the share holders of M/s Healthy Biosciences Private Limited. As a result of this Share Swap M/s Healthy Biosciences Private Limited becomes the wholly owned subsidiary of the company w.e.f. 03.01.2017.
  6. Amount due to / from the parties are subject to confirmation.



7. **Related Party Disclosure:** As per Accounting Standard-18 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below:

(A) Name of related parties and description of relationship:

- (1) Subsidiary Company:  
a) Healthy Biosciences Pvt. Ltd
- (2) Other Related Parties  
Punjab Biotechnology Park Ltd  
Ajooni Biotech Pvt. Ltd.
- (3) Key Management Personnel  
Mr. Sachin Sharma  
Mr. Jasjot Singh  
Mr. Gursimran Singh  
Ms. Barkha Jain

B) Transaction entered during the year with related party balances outstanding at the year end in respect of transactions entered into during the year with the related parties.

Nature of Transaction	Transaction value	Outstanding amount carried in balance sheet	
Allotment of Shares			
Mr. Jasjot Singh		Rs 15502396.00	N.A
Mr. Gursimran Singh		Rs 4002208.00	N.A
Punjab Biotechnology Park Ltd		Rs 11349996.00	N.A
Ajooni Biotech Pvt. Ltd.		Rs.55220004.00	N.A

7. As per information available with the company, no amount is due to any Undertaking/Enterprise covered under the Micro, Small and Medium Enterprise Development Act, 2006.

8.

	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 8.11.2016	Nil	12,296	12,296
(+) Permitted receipts	Nil	Nil	Nil
(-) Permitted payments	Nil	Nil	Nil
(-) Amount deposited in banks	Nil	11,000	11,000
Closing cash in hand as on 30.12.2016	Nil	1,296	1,296

9. There are no corresponding figures for the previous year as HEALTHY BIOSCIENCES PVT LTD. Became the subsidiary w.e.f 03.01.2017

AS PER OUR AUDIT REPORT OF EVEN DATE ATTACHED

FOR R.MAHAJAN & ASSOCIATES  
CHARTERED ACCOUNTANTS

For and on behalf of the Board  
Prism Medico & Pharmacy Limited

[AKASHDEEP CHOPRA]  
Partner  
M.No.508817  
Place: MUMBAI  
Date: 29/05/2017

(JASJOT SINGH)  
DIRECTOR

(GURSIMRAN SINGH)  
DIRECTOR

**PRISM MEDICO & PHARMACY LIMITED**  
 Regd off: 23/91 , White Bungalow , Yashwant Nagar,  
 Near Filmistan Studio and Patkar College,  
 Opposite BMC School, Goregaon West, Mumbai-400104

**ATTENDANCE SLIP**

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 15<sup>th</sup> Annual General Meeting of the Company at C-101/201, Manas Building, Parvati Kunj, Near St Lawrence High School, Devidas Road, Borivali West, Mumbai, Maharashtra 400092, Thursday, 21<sup>st</sup> September, 2017 at 9.30 A.M.

\_\_\_\_\_  
 Signature of the Shareholder or Proxy

\_\_\_\_\_  
 Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

Electronic Voting Event Number (EVEN)	USER I'D	PASSWORD
105268		

**PRISM MEDICO & PHARMACY LIMITED**  
 Regd off: 23/91 , White Bungalow , Yashwant Nagar,  
 Near Filmistan Studio and Patkar College,  
 Opposite BMC School, Goregaon West, Mumbai-400104.

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**Name of the Company: PRISM MEDICO & PHARMACY LIMITED.**

**CIN: L51109MH2002PLC206595**

**Registered Office:** 23/91 , White Bungalow , Yashwant Nagar,  
 Near Filmistan Studio and Patkar College,  
 Opposite BMC School, Goregaon West, Mumbai-400104.

**Website:** <http://www.prismmedicos.com/> **Email:** [investorgrievancewml@gmail.com](mailto:investorgrievancewml@gmail.com)

Name of the Member(S):			
Registered Address:			
Email -id:			
Folio No. Client ID:		DP ID:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email Id \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_, \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15<sup>th</sup> Annual General Meeting of Prism Medico & Pharmacy Limited to be held on the 21<sup>st</sup> day of September, 2017 at 9.30 A.M. on Friday at C-101/201, Manas Building, Parvati Kunj, Near St Lawrence High School, Devidas Road, Borivali West, Mumbai, Maharashtra 400092 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2017.
2.	Re-appointment of Mr. Jasjot Singh and Mr. Gursimran Singh who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of Harjeet Parvesh & Co.. as Statutory Auditor of the Company
<b>Special Business</b>	
4.	Appointment of statutory auditors to fill casual vacancy

Affix  
 Revenue  
 Stamp

Signed this..... day of..... 2017

Signature of shareholder .....

Signature of Proxy holder(s) .....

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

**BOOK-POST**

If undelivered please return to:

**PRISM MEDICO & PHARMACY LIMITED**  
23/91 , White Bungalow , Yashwant Nagar,  
Near Filmistan Studio and Patkar College,  
Opposite BMC School, Goregaon West, Mumbai-400104