

**PRISM MEDICO
&
PHARMACY
LIMITED**

**ANNUAL REPORT
2019-2020**

PRISM MEDICO & PHARMACY LIMITED

Name of the Company
CIN

PRISM MEDICO & PHARMACY LIMITED
L51109PB2002PLC047444

Board of Directors	Mr. Sudhanshu Srivastav - Additional Director Mr. Sehejbir Singh Bhatia - Director Ms. Charu Pareek - Independent Mr. Rishi Pal Panwar - Independent Mr. Jimit Jintendra Trivedi - Additional
Director	
Director	
Ind.Director	
Audit Committee	Ms. Simmi Chabbra - Chairperson Ms. Charu Pareek - Member Mr. Rishi Pal Panwar - Member
Nomination and Remuneration Committee	Mr. Sudhanshu Srivastav - Member Ms. Charu Pareek - Member Mr. Rishi Pal Panwar - Member
Stakeholder Grievance Committee	Mr. Sudhanshu Srivastav - Member Ms. Charu Pareek - Member Mr. Rishi Pal Panwar - Member
Chief Financial Officer	Mr. Gursimran Singh
Company Secretary & Compliance Officer	Ms. Swati Pandey (till 30/12/2019) Mr. Sameer Gupta (w.e.f. 08/06/2020)
Statutory Auditor	M/s Harjeet Parvesh & Co., Practicing Chartered Accountant
Secretarial Auditor	M/s M.R. CHECHI & ASSOCIATES., Practicing Company Secretary , Chandigarh
Registered Office	D-118, Industrial Area, Phase – VII, Mohali, Punjab-160055
Branch Office	Office No. 6, Port Asia South Side, Kitab Mahal Fort Mumbai- 400001
Registrar and Share Transfer Agent	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.
Banker	Canara Bank, SCO: 56, Chandi Path Sector 30-C, Chandigarh-160030

CONTENTS

PARTICULARS	PAGE No.
▪ Notice along with Explanatory Statement	01
▪ Director's Report	12
▪ Form ACO-2 – Disclosure for contracts/ arrangements with related parties	23
▪ Form AOC-1- Disclosure of Subsidiary	24
▪ Form MGT-9- Extract of Annual Return	26
▪ Management Discussion & Analysis Report	36
▪ Form MR-3- Secretarial Audit Report	41
▪ Independent Auditor's Report	45
▪ Balance Sheet	52
▪ Statement of Profit & Loss	53
▪ Cash Flow Statement	54
▪ Notes to the Financial Statements	55
▪ Significant Accounting Policies	60

NOTICE CONVENING THE 18TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON MONDAY, 10TH DAY OF SEPTEMBER, 2020, AT 11.30 A.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020, including Balance Sheet as at 31st March 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sudhanshu Srivastav (DIN: 08242441), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Harjeet Parvesh & Co., Chartered Accountants as the statutory auditors of the company and fix their remuneration.

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Harjeet Parvesh & Co., Chartered Accountants (Firm’s Registration No. 017437N), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration plus applicable service tax and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. Regularisation of Mr. Sudhanshu Srivastav (DIN: 08242441) as a Director of the Company

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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”), Mr. Sudhanshu Srivastav (DIN: 08242441), who was appointed as an Additional Director on 14th October 2019, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Regularisation of Mr. Jimit Jitendra Trivedi (DIN: 08585697) as a Director of the Company

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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jimit Jitendra Trivedi (DIN: 08585697), who was appointed as an Additional Director on 14th October 2019, pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 and the Articles of Association of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and approve Related Party Transactions under section 188 of the Companies Act, 2013

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 188 of the Companies Act, 2013 (‘Act’) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and subject to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), if applicable and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature which should not exceed Rs. 75crore (Rupees Seventy Five Crore Only) which will be carried out at arm’s length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

Date: 13/08/2020
Place: Mohali

Sameer Gupta
Company Secretary /Compliance Officer
ACS: 59256

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 4,5 & 6 of the accompanying Notice are annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM' which does not require physical presence of members.
3. The deemed venue for 18the-AGM shall be the Registered Office of the Company.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. In line with the MCA Circulars and SEBI Circular, the Notice of the 18th AGM including Audited Financial Statements as on 31st March 2020 will be available on the website of the Company at www.ajoonibiotech.com/, on the website of BSE at <https://www.bseindia.com/>, MSEI website at <https://www.msei.in> and also on the website of NSDL at <https://www.evoting.nsdl.com/>.
7. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.
8. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 18th AGM through VC/OAVM Facility and e-Voting during the 18th AGM.
9. Attendance of the Members participating in the 18th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 18th AGM and facility for those Members participating in the 18th AGM to cast vote through e-Voting system during the 18th AGM.
11. **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) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 3rd September 2020, are entitled to vote on the Resolutions set forth in this Notice.
 - B) The remote e-voting period will commence at 9.00 a.m. (I.S.T) on Monday, 07th September, 2020 and will end at 5.00 p.m. on Wednesday, 9th September, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd September 2020, 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.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 :Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 :Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Please follow the steps mentioned above, to cast vote.

General Guidelines for shareholders

12. 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.

13. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
14. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
15. For members who have not registered their email address with the company and wish to attend the AGM or cast vote through remote e-voting, may obtain the login ID and Password by sending scanned copy of i) request letter mentioning your name, folio number and complete address, ii) self attested copy of PAN Card and Address Proof to the e-mail address of the company prismmedico02@gmail.com or its RTA at their communication address/ email id support@purvashare.com.
16. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnitinchandigarh@gmail.com with a copy marked to evoting@nsdl.co.in.
17. Any Member desirous of receiving any information on the Financial Statements or operations of the Company is requested to forward his / her queries to the Company’s e-mail id at prismmedico02@gmail.com at least seven working days prior to the AGM, so that the required information can be made available at the AGM.

• **OTHER INSTRUCTIONS**

- I. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evoting.nsdl.com or write an email to evoting@nsdl.co.in.

II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 03rd September 2020, are entitled to vote on the Resolutions set forth in this Notice.

III. The remote e-voting period will commence at 9.00 a.m. (I.S.T) on Monday, 07th September, 2020 and will end at 5.00 p.m. on Wednesday, 09th September, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 03rd September 2020, 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.

IV. 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 Thursday, 03rd September 2020.

V. 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.

VI. 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.

VII. M/s. Nitin Kumar & Associates, Practicing Company Secretaries, Chandigarh has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VIII. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and 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 48 hours of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.

IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to BSE Mumbai.

X. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Friday, 4th September, 2020 to Thursday, 10th September, 2020 (both days inclusive).

XI. 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.

XII. 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.

XIII. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

XIV. 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.

XV. 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

XVI. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

• **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholders will be able to attend the AGM through VC / OAVM through web link - <https://purvashare.instavc.com/broadcast/c1829250-e129-11ea-8744-95edbab515aa> by entering their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at prismmedico02@gmail.com.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THEAGM/EGM ARE AS UNDER:-**

1. The procedure for E-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through Chat system available during the AGM.
3. If any votes are casted by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

Date: 13/08/2020

Place: Mohali

Sameer Gupta
Company Secretary /Compliance Officer
ACS: 59256

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4 REGULARISATION OF MR. SUDHANSHU SRIVASTAV (DIN: 08242441) AS A DIRECTOR OF THE COMPANY

The members are informed that the Board of Directors of the Company had appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Sudhanshu Srivastav as an Additional Director of the Company with effect from 14th October 2019. As per the provisions of Section 161(1) of the Act, Mr. Sudhanshu Srivastav holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

Therefore, on the recommendation of the Nomination and Remuneration Committee, the Board has decided to place the matter of regularization of appointment of Mr. Sudhanshu Srivastav as a Director, before the shareholders' for their approval, on the terms and Conditions as recommended by the Nomination and Remuneration Committee and approved by the Board. The Board considers that his association would be of immense benefit to the Company as he can manage and control the affairs of the company.

A brief profile of Mr. Sudhanshu Srivastav and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned below:

S.NO.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Sudhanshu Srivastav as Director of the Company subject to approval of the members at the ensuing General Meeting
2.	Date of Appointment	10/09/2020 (AGM)
3.	Category	Promoter/ Executive Director
4.	Brief Profile	He has more than 7 years of experience as a Banking Professional, financial planning expert, taxation, capital market. He is also a Designated partner in Saint Global Markets LLP.
5.	Qualification	Mr. Sudhanshu is a degree holder in Master in Business Administration (MBA).
6.	Expertise	He has a professional experience in Banking Professional, financial planning, taxation, capital market.
7.	List of other companies in which Directorship is held as on 31.03.2020	Saint Global Markets LLP
8.	Chairman/ Member Of The Committee Of The Board Of the Other Companies in which he is a director as on 31.03.2020	Designated partner in Saint Global Markets LLP

9.	Equity Shares held in the Company as on 31.03.2020	Nil
10.	Disclosure of relationships between existing directors and new director	Not related to any director

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members

ITEM NO. 5 REGULARISATION OF MR. JIMIT JITENDRA TRIVEDI (DIN: 08585697) AS A DIRECTOR OF THE COMPANY.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mr. Jimit Jitendra Trivedi as an Additional Director, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 14th October, 2019. Further, in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an independent Director also requires approval of members. Therefore, the members are informed that Mr. Jimit Jitendra Trivedi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board, Mr. Jimit Jitendra Trivedi fulfills the conditions for his appointment as an Independent Director as specified in the Act for a period of five years w.e.f. 10th September 2020.

A brief profile of Mr. Jimit Jitendra Trivedi and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned below:

S.NO.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Jimit Jitendra Trivedi as Director of the Company subject to approval of the members at the ensuing General Meeting
2.	Date of Appointment	10/09/2020 (AGM)
3.	Category	Independent Non- Executive Director
4.	Brief Profile	He has worked as a Banking Professional with Deutsche Bank and has served as a financial planning expert.
5.	Qualification	Mr. Jimit is a degree holder in Master in Business Administration (MBA) in Finance and done graduation in Business Management Studies (BMS).
6.	Expertise	He is an expert in financial planning, banking sector and a useful guide in maintaining the accounting data.
7.	List of other companies in which Directorship is held as on 31.03.2020	Nil

8.	Chairman/ Member Of The Committee Of The Board Of the Other Companies in which he is a director as on 31.03.2020	No
9.	Equity Shares held in the Company as on 31.03.2020	58,992 equity shares
10.	Disclosure of relationships between existing directors and new director	Not related to any director

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members

ITEM 6. APPROVAL OF RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF THE COMPANIES ACT, 2013

To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with the parties mentioned below. The quantity to be purchased from them will be based on actual price. The total value of the proposed transaction(s) could reach Rs.75 Crore during financial year 2020-21 in aggregate.

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

During the Financial Year 2019-20, your Company has entered into certain business transactions with the Companies, which are "Related Party" as defined under Section 2 (76) of the Companies Act, 2013 worth **Rs. 5,84,66,687.10/-**. The Company is also proposed to enter into certain business transactions with the same during Financial Year 2020-21.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2020-21.

Related Party disclosures are required under the Accounting standard (INDAS-24) on "Related Party Disclosures" are given below:-

a) Relationship-

(i) Holding Company –None

(ii) Key Management Personnel (Managing / Whole Time Director)–

- **Mr. Gursimran Singh**
- **Mr. Sehejbir Singh**
- **Mr. Sudhanshu Srivastav**

iii) Entities over which key management personnel / their Relatives are able to exercise significant influence

- Ajooni Biotech Ltd
- Healthy Biosciences Pvt. Ltd

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of

the transaction(s) with the parties are as follows:

S. No	Name of the Related Party	Name of Director / KMP who is related and nature of Relationship	Nature of Transactions
01	Ajoni Biotech Limited	Promoter of the Company	Contract for purchase and sale of goods shall be on a continuous basis.
02	Mr. Gursimran Singh	CFO of the Company	Expenses incurred by him on our behalf or any repayment made
03	Mr. Sehejbir Singh	Director of the Company	Expenses incurred by him on our behalf or any repayment made
04	Healthy Biosciences Pvt. Ltd	Mr. Gursimran Singh being Director of Healthy Biosciences Pvt. Limited	Expenses incurred/ Rent paid on our behalf or any repayment made

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members

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

Date: 13.08.2020
Place: Mohali

Sameer Gupta
Company Secretary & Compliance Officer
ACS: 59256

BOARD'S REPORT TO THE MEMBERS

Your Directors are pleased to present the 18th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2020.

1. FINANCIAL HIGHLIGHTS:

The Standalone Financial results are briefly indicated below:

Particulars	2019-20	2018-19
Revenue from Operations	26,89,01,792	36,30,61,615
Other Income	0	21,87,442
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	(502496)	3201520
Less: Depreciation/ Amortisation/ Impairment	1,76,180	266,990
Profit /loss before Finance Costs, Exceptional items and Tax Expense	(678676)	29,34,530
Less: Finance Costs	2494	2,264
Profit /loss before Exceptional items and Tax Expense	(6,81,170)	29,32,266
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	(6,81,170)	29,32,266
Less: Tax Expense		
• Current Tax	0	5,64,168
• Deferred Tax	1,78,623	6,31,785
• MAT Credit Entitlement	0	6,94,471
Profit /loss for the year	(5,02,546)	36,94,354

2. REVIEW OF OPERATIONS

Your Company has prepared the Financial Statements for the financial year ended March 31, 2020 in terms of Sections 129,133 and Schedule III of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Company has incurred loss of Rs. 502546/- during the financial year under review. Your Directors expect to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. CHANGE IN NATURE OF BUSINESS

There is no change in the nature of Business during the financial year 2019-20.

4. TRANSFER TO RESERVES

The company has transferred Rs. 5,02,546 being the loss for the current financial year to Reserves & Surplus.

5. DIVIDEND

The company does not recommend any dividend due to losses incurred during the year.

6. SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2020 stands at Rs. 10 Crore divided into 1,00,00,000 equity shares of Rs. 10/- each. The Issued Share Capital of the Company remains at Rs. 6,06,34,280

divided into 60,63,428 equity shares of Rs. 10/- each and the Subscribed and Paid-up Share Capital is Rs. 6,06,34,280 divided into 60,63,428 equity shares of Rs. 10/- each, fully paid-up. There was no change in the share capital of the Company during the financial year 2019-20.

7. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT

Subsequent to the end of the financial year on March 31, 2020 till date, there has been no material change and / or commitment which may affect the financial position of the Company.

8. ADOPTION OF INDIAN ACCOUNTING STANDARD (INDAS)

The Ministry of Corporate Affairs vide notification dated 16 February 2015 made it mandatory in a phased manner for adoption and applicability of Indian Accounting Standards (Ind AS) for companies other than Banking, Insurance and Non-Banking Finance Companies. Rule 4 of the Companies (Indian Accounting Standards) Rules 2015 specifies the classes of companies which shall comply with the Ind AS in preparation of the financial statements. In accordance with clause (iii) of sub rule (1) of the Rule 4 of the Companies (Indian Accounting Standards) Rules 2015, the compliance of Indian Accounting Standards was applicable and mandatory to the company for the accounting period beginning from 1 April 2017. The financial statements for the year under review have been prepared in accordance with the IndAS.

9. DEPOSITS

During the period under review the Company has neither accepted nor invited any Public deposits. Hence the provisions of Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 are not applicable.

10. 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.

11. RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2020, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder were in the 'ordinary course of business' and 'at arm's length' basis.

Your Company has formulated a Policy on Related Party Transactions and the said Policy has been uploaded on the website of the Company at www.prismmedico.com.

All Related Party Transactions of your Company had prior approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations. Subsequently, the Audit Committee and the Board have reviewed the Related Party Transactions on a quarterly basis.

Form AOC-2 containing particulars of contracts or arrangements entered into by the Company with related parties referred in Section 188(1) of the Companies Act, 2013 is attached as '*Annexure - A*'. Details of related party transactions and related disclosures are given in the notes to the financial statements.

12. NUMBER OF MEETINGS:

The Board has met 9 (Nine) times during the financial year, the details of which are as under:

25th April, 2019, 30th May, 2019, 17th June 2019, 13th August 2019, 30th August 2019, 14th October, 2019, 30th December 2019, 27th January 2020 and 30th January 2020.

Meeting of the Board of Directors which was to be held on 29/05/2019 was adjourned and was held on 30/05/2019. Also, The intervening gap between any two meetings did not exceed 120 days as prescribed by the Companies Act, 2013.

Details of Attendance of Directors:

S.No.	Name of the Director	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Jasjot Singh	2	2
2.	Mr. Gursimran Singh	5	5
3.	Ms. Simmi Chhabra	5	5
4.	Ms. Charu Pareek	9	7
5.	Mr. Sehejbir Singh Bhatia	9	9
6.	Mr. Rishi Pal Panwar	9	9
7.	Mr. Mr. Sudhanshu Srivastav	4	4
8.	Mr. Jimit Jitendra Trivedi	4	4

Details of number of meeting attended by Directors:

S.No.	Date of Meeting	Number of Directors entitled to attend	Number of Directors attended
1.	25/04/2019	6	6
2.	30/05/2019	6	5
3.	17/06/2019	5	4
4.	13/08/2019	5	5
5.	30/08/2019	5	5
6.	14/10/2019	5	5
7.	30/12/2019	5	5
8.	27/01/2020	5	5
9	30/01/2020	5	5

13. COMPOSITION OF COMMITTEES

As per the applicable provisions of the Companies Act, 2013 & Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2018, **three** Committees have been constituted in the company which are as follows:-

a) Audit Committee

The Board of Directors of your Company has duly constituted an Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013, the Rules framed thereunder read with Regulation 18 of the Listing Regulations. The terms of reference of the Audit Committee has been duly approved by the Board of Directors. The recommendations made by the Audit Committee are accepted by your Board.

The committee met 5 (Five) times during the F.Y.2019-20:

S.No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	25/04/2019	3	3
2	29/05/2019	3	3
3	13/08/2019	3	3
4	14/10/2019	3	3
5	30/01/2020	3	3

Details of Composition and Attendance of Members of the Audit Committee as on 31.03.2020 is as below:

S.No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Mr. Sudhanshu Srivastav (w.e.f. 14/10/2019)	Member & Executive Director	2	2
2.	Ms. Charu Pareek	Member & Independent Non-Executive Director	5	5
3.	Mr. Rishi Pal Panwar	Member & Independent Non-Executive Director	5	5
4.	Ms. Simmi Chhabra (upto 05/10/2019)	Member & Independent Non-Executive Director	3	3

Mr. Sudhanshu Srivastav was appointed as the member of Audit Committee on 14th October 2019 due to resignation of Ms. Simmi Chhabra as the member of the Audit Committee on 05th October 2019.

b) Nomination & Remuneration Committee

The committee met 3 (Three) times during the F.Y. 2019-20:

S.No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	17/06/2019	3	3
2	14/10/2019	3	3
3	30/12/2019	3	3

Details of Composition and Attendance of Members of the Nomination & Remuneration Committee as on 31.03.2020 is as below:

S.No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Ms. Charu Pareek	Member & Independent Non-Executive Director	3	3
2.	Mr. Rishi Pal Panwar	Member & Independent Non-Executive Director	3	3
3.	Mr. Sudhanshu Srivastav (w.e.f. 14/10/2019)	Member & Executive Director	2	2
4.	Ms. Simmi Chhabra (upto 05/10/2019)	Member & Independent Non-Executive Director	1	1

Mr. Sudhanshu Srivastav was appointed as the member of Nomination & Remuneration Committee on 14th October 2019 due to resignation of Ms. Simmi Chhabra as the member of the Nomination & Remuneration Committee on 05th October 2019.

c) Stakeholder Grievance Committee

The Board of Directors of the Company constituted a Stakeholders Relationship Committee of the Board in terms of the requirements of Section 178 of the Companies Act, 2013 and Rules framed

thereunder read with Regulation 20 of the Listing Regulations.

The committee met Once during the F.Y 2019-20:

S.No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	20.03.2020	3	3

Details of Composition and Attendance of Members of the Stakeholder Grievance Committee as on 31.03.2020 is as below:

S.No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Mr. Rishi Pal Panwar	Member & Independent Non-Executive Director	1	1
2.	Ms. Charu Pareek	Member & Independent Non-Executive Director	1	1
3.	Mr. Sudhanshu Srivastav (w.e.f. 14/10/2019)	Member & Executive Director	1	1
4.	Ms. Simmi Chhabra (upto 05/10/2019)	Member & Independent Non-Executive Director	N.A.	N.A,

Mr. Sudhanshu Srivastav was appointed as the member of Stakeholder Grievance Committee on 14th October 2019 due to resignation of Ms. Simmi Chhabra as the member of the Stakeholder Grievance Committee on 05th October 2019.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. RE-APPOINTMENT OF DIRECTOR:

Mr. Sudhanshu Srivastav 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 have met once during the financial year 2019-20 on 20th March 2020 without the attendance of non-independent directors and members of the Management.

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 DIRECTOR:

During the year under review, following persons were appointed as Directors of the company:

- i. Mr. Sehejbir Singh Bhatia was appointed as Additional Director on 17/06/2019 and regularized at the Annual General Meeting held on 30th September 2019.
- ii. Mr. Sudhanshu Srivastav was appointed as Additional Director on 14/10/2019.
- iii. Mr. Jimit Jitendra Trivedi was appointed as Additional Director on 14/10/2019.

D. CESSATION OF DIRECTOR:

During the year under review, following Directors resigned from the directorship of the company:

- i. Mr. Jasjot Singh resigned with effect from 08/06/2019
- ii. Mr. Sehejbir Singh Bhatia resigned with effect from 08/06/2019
- iii. Mr. Gursimran Singh resigned with effect from 05/10/2019
- iv. Ms. Simmi Chhabra resigned with effect from 05/10/2019

E. KEY MANAGERIAL PERSONNEL:

During the year under review, Ms. Swati Pandey (ACS- 54947) who was appointed as Company Secretary with effect from 11.12.2018, served her services till 31st December, 2019. As on 31/03/2020 there was no Company Secretary appointed in the company. Further, Mr. Sameer Gupta (ACS- 59256) was appointed as Company Secretary on 08th June 2020.

Therefore, as on 31st March, 2020 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 thereunder.

- (i) Mr. Gursimran Singh—Chief Financial Officer.

15. SUBSIDIARIES/ ASSOCIATES/JOINT VENTURES

During the year under review, The Company had no Joint ventures and Associate Companies as per the provisions of Companies Act, during the financial year ended on 31st March, 2020.

Further, the company had one wholly owned subsidiary i.e. Healthy Biosciences Private Limited till 27th January, 2020, as the company had sold its shareholding in the M/s Healthy Biosciences Private Limited as on said date. Also there was no loss/profit on the transfer of shares. Therefore, as on 31st March, 2020 company has no subsidiary as per the provisions of Companies Act, 2013.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of Financial Statements of the aforesaid Subsidiaries has been provided in Form AOC-1 and forms part of this Annual Report and marked as "***Annexure B***".

16. 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 31st March, 2020 the applicable Ind 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 31st March, 2020 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.

17. 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 and marked as **Annexure C** and the same is available on the website of the Company at www.prismmedico.com

18. MANAGEMENT DISCUSSION ANALYSIS REPORT:

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

19. 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. However, disclosure is annexed as **Annexure E**

20. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed M/s. M.R. Chechi & Associates, Company Secretaries, Chandigarh as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial Year 2019-20. The Secretarial Audit Report for the financial year ended 31st March 2020 is attached as **Annexure F** to the Board's Report. This report contains observation as mentioned below alongwith the replies:

1. *During the year under review the company did not publish the notice of Board of Directors meeting held on 30th January, 2020 where financial results for the quarter ended 31st December, 2019 were discussed and approved.*
Reply: The company had given the Notice for publication in the newspaper to the Advertisement agency but due to lack of communication and confirmation for publication, the same could not be done.

21. AUDITORS & AUDITORS REPORT:

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Harjeet Parvesh & Co., Chartered Accountants (Firm Registration No. 017437N) (Peer Review Certificate No. 011668) who were appointed as the Auditors of the Company for a consecutive period of 5 (five) years from conclusion of the 15thAGM held in the year 2017 until conclusion of the 20thAGM of the Company scheduled to be held in the year 2022 continue to be statutory auditors of the company.

The Report given by the Auditors on the financial statement of the Company forms part of this Report as **Annexure "G"**.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Companies Act, 2013.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

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 on the Company.

23. MECHANISM FOR EVALUATION OF BOARD

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of SEBI (LODR) Regulation 2015, a structured procedure was adopted after taking into consideration of the various aspects of the Board's functioning composition of the Board and its committees, execution and performance of specific duties, obligations and governance.

The performance evaluation of the independent Directors was completed in time. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors. The Board of Directors expresses their satisfaction with the evaluation process.

The performance of each committee has been evaluated by its members and found to be highly satisfactory.

On the basis of this exercise, the Board has decided that all Independent Directors should continue to be on the Board.

24. 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.

The 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.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loan/guarantee or provided any security during the year under review under the provisions of section 186 of the Companies Act, 2013.

26. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

The Company has formulated and communicated the Whistle Blower Policy to all its directors and employees and the same is posted on the Company's Website [www.prismmedico.com\(http://prismmedico.com/policy-whit.pdf\)](http://prismmedico.com/policy-whit.pdf)

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.

27. DISCLOSURES UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL)ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. Further, the Company has Internal Complaint Committees for various locations of the Company in compliance with the above mentioned Act and Rules. During the financial year 2019-20, no complaint has been received during the year under review.

28. STOCKEXCHANGES:

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

- (i) Bombay Stock Exchange Limited (BSE Ltd.)**
- (ii) Metropolitan Stock Exchange of India (MSEI Ltd.)**

29. LISTINGFEES:

The Annual Listing Fee for the financial year 2019-20 had been paid to those Stock Exchanges where the Company's shares are listed.

30. POSTALBALLOT:

The Company has conducted Postal Ballot during the year under review.

31. CORPORATEGOVERNANCE

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.

32. NOMINATION AND REMUNERATIONPOLICY

The appointment and remuneration of Directors is governed by the recommendation of Nomination and Remuneration Committee and then decided by the Board subject to approval of the shareholders. The Company had made a policy on it and the same is available on the website of the Company www.prismmedico.com.

The remuneration payable to the Directors is decided keeping into consideration long term goals of the Company apart from the individual performance expected from a director(s) in pursuit of the overall objectives of the Company.

The remuneration of Executive Director(s) including Managing Director(s) and Whole-time Director(s) is governed by the recommendation of Nomination and Remuneration Committee as per the criteria recommended by it and then approved by the Board subject to approval of the Shareholders.

The Non-executive Director(s) may be paid remuneration by way of commission either by way of monthly payments or specified percentage of net profits of the Company or partly by one way and partly by the other, as may be recommended by Nomination and Remuneration Committee and then decided by the Board subject to approval of the Shareholders.

In accordance with the provisions of the Articles of Association of the Company and the Companies Act, 2013, a sitting fees is paid to the Non-executive Directors of the Company who are not drawing any remuneration described hereinabove, for attending any meeting of the Board or of any Committee thereof.

The remuneration payable to Directors shall be governed by the ceiling limits specified under section 197 of the Companies Act, 2013. The remuneration policy for other senior management employees including key managerial personnel aims at attracting, retaining and motivating high caliber talent and ensures equity, fairness and consistency in rewarding the employees. The remuneration to management grade employees involves a blend of fixed and variable component with performance forming the core.

The components of total remuneration vary for different employee grades and are governed by industry practices, qualifications and experience of the employees, responsibilities handled by them, their potentials, etc.

33. INTERNAL AUDITORS & AUDITORS REPORT

As required under section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 made there under, the Company has appointed Internal Auditors to assess the risk management and to ensure that risk management processes are efficient, effective, secure and compliant. It is the basic check of internal control of the organization. An internal audit is an organizational move to check, ensure, monitor and analyze its own business operations in order to determine how well it conforms to a set of specific criteria.

34. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company's internal financial control ensures that all assets of the Company are properly safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately.

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

35. 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.

36. MAINTENANCE OF COST RECORDS

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and Rules framed thereunder with respect to the Company's nature of business.

37. TRANSFER TO INVESTOR PROTECTION AND EDUCATION FUND (IEPF)

There are no unclaimed funds or shares to be deposited to the Investor Protection and Education Fund as on 31.03.2020.

38. TRADERELATIONS

The Board wishes to place on record its appreciation for the support and co-operation that the Company received from its suppliers, distributors, retailers and other associates. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be Company's endeavour to build and nurture strong links based on mutuality, respect and co-operation with each other and consistent with customer interest.

39. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

40. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There were no significant and material orders passed by the Regulators, Courts or Tribunals, during the year under review, which would impact the going concern status of the Company and its operations in future.

41. ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company and the shareholders for their support and confidence reposed on the Company.

**For And On Behalf Of The Board Of Directors
For Prism Medico & Pharmacy Limited**

Place: Mohali
Date:13/08/2020

Sudhanshu Srivastav
Director
DIN - 08242441

Jimit Jitendra Trivedi
Director
DIN- 08585697

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	There are no such contracts or arrangements or transactions which are not at arm's length basis.
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188.	

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

S. No	Name of the related party and nature of relationship	Nature of contracts/arrangements/ transactions	Duration of the contracts/arrangements/ transactions	Salient terms of the Contracts	Date(s) of approval by the board	Amount paid as advances if any
1.	Ajooni Biotech Ltd	Business transactions	Transactions in normal course of business.	Purchases: Rs. 2,22,90,992.10/-. Sales: Rs. 91,47,695/-.	25.04.2019	N.A.

**For And On Behalf of The Board of Directors
For Prism Medico & Pharmacy Limited**

Place: Mohali
Date:13/08/2020

Sudhanshu Srivastav
Director
DIN - 08242441

Jimit Jitendra Trivedi
Director
DIN- 08585697

ANNEXURE 'B' TO DIRECTORS' REPORT**Form AOC-1***(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies**(Accounts) Rules, 2014)***Statement containing salient features of the financial statement of Subsidiaries or Associate companies or Joint ventures****Part A: Subsidiaries (Details as on 27th January 2020)***(Rs. In Lacs)*

S.No.	Particulars	Healthy Biosciences Private Limited
1	The date since when subsidiary was acquired	03.01.2017
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	27.01.2020
3	Share capital Authorised: Issued & Subscribed:	1,000 1,000
4	Reserves and surplus	(39.55)
5	Total assets	1575.90
6	Total Liabilities	1554.99
7	Investments	135.72
8	Turnover	291.12
9	Profit before taxation	(2.27)
10	Deferred Tax	(13.37)
11	Profit after taxation	(15.64)
12	Proposed Dividend	-
13	Extent of shareholding (in percentage)	100

Notes: 1. Names of subsidiaries which are yet to commence operations: None

2. Names of subsidiaries which have been liquidated or sold during the year: Healthy Biosciences Private Limited on 27/01/2020

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S.No.	Name of Associates or Joint Ventures	
1	Latest audited Balance Sheet Date	NOT APPLICABLE
2	Date on which the Associate or Joint Venture was associated or acquired	
3	Shares of Associate or Joint Ventures held by the Company on the year end	
	No	
	Amount of Investment in Associates or Joint Venture	
	Extent of Holding (in percentage)	

4	Description of how there is significant influence	NOT APPLICABLE
5	Reason why the associate/joint venture is not consolidated	
6	Net worth attributable to shareholding as per latest audited Balance Sheet	
7	Profit or Loss for the year	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

Notes: 1. Names of associates or joint ventures which are yet to commence operations: **None**
a. Names during the year of associates or joint ventures which have been liquidated or sold: **None**

**For And On Behalf of The Board Of Directors
For Prism Medico & Pharmacy Limited**

Place: Mohali
Date:13/08/2020

Sudhanshu Srivastav
Director
DIN - 08242441

Jimit Jitendra Trivedi
Director
DIN- 08585697

ANNEXURE 'C' TO DIRECTORS' REPORT

MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L51109PB2002PLC047444
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	D-118, Industrial Area, Phase VII, Mohali-160055 Phone:- 0172-5020762
vi.	Whether listed company	Yes (BSE Limited & MSEI Limited)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, 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.

II. 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.	Wholesale and Retail of straw, fodder & other animal/poultry feed	46204	100%

III. 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%

Note*: Prism Medico & Pharmacy had sold its shareholding in the M/s Healthy Biosciences Private Limited 27/01/2020.

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

(i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2019)				No. of Shares held at the end of the year (31/03/2020)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/HUF	1474766	0	1474766	24.32	1257019	0	1257019	20.73	-3.59
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp	1148134	0	1148134	18.94	1048134	0	1048134	17.29	-1.65
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	2622900	0	2622900	43.26	2305153	0	2305153	38.02	-5.24
2) Foreign									
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. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									

h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2.NonInstitutions									
a) Bodies Corp. (i) Indian (ii) Overseas	232415	0	232415	3.83	167354	0	167354	2.76	-1.07
b) Individuals (i) Individual shareholders holding nominal share capital Upto Rs. 1 lakh	848178	15	848193	13.99	753982	15	753997	12.44	-1.55
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1629252	0	1629252	26.87	2614929	0	2614929	43.13	16.26
c) Others (Specify) (Bodies Corporate, LLP, HUF, Foreign Individuals or NRI and Clearing Members)	730668	0	730668	12.5	221995	0	221995	3.66	-8.39
Sub-total(B)(2)	3440513	15	3440528	56.74	3758260	15	3758275	61.98	5.24
d) Total Public Shareholding (B)=(B)(1)+(B)(2)	3440513	15	3440528	56.74	3758260	15	3758275	61.98	5.24
e) C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
f) Grand Total (A+B+C)	6063413	15	6063428	100.00	6063413	15	6063428	100	0.00

(ii) SHAREHOLDING OF PROMOTERS:

S. N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	JASJOT SINGH	1120578	18.48	0.00	914861	15.09	0.00	-3.39
2.	AJOONI BIOTECH LIMITED	1027397	16.94	0.00	927397	15.29	0.00	-1.65
3.	PARMJEET KAUR	308039	5.08	0.00	296009	4.88	0.00	-0.20
4.	PUNJAB BIOTECHNOLOGY PARK LIMITED	120737	1.99	0.00	120737	1.99	0.00	0.00
5.	GURSIMRAN SINGH	42574	0.70	0.00	42574	0.70	0.00	0.00
6.	CHARANJIT SINGH BHATIA	3575	0.06	0.00	3575	0.06	0.00	0.00

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

S.No.	Name of the Shareholder	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	JASJOT SINGH	1120578	18.48	23-08-2019	Sell	-30000	-0.49	1090578	17.99
				19-09-2019	Sell	-30000	-0.49	1060578	17.49
				27-09-2019	Sell	-20000	-0.33	1040578	17.16
				04-10-2019	Sell	-52606	-0.87	987972	16.29
				01-11-2019	Sell	-31111	-0.51	956861	15.78
				29-11-2019	Sell	-22000	-0.36	934861	15.42
				20-12-2019	Sell	-20000	-0.33	914861	15.09
				31-03-2020	At the end of the year			914861	15.09
2.	AJOONI BIOTECH	1027397	16.94	13-12-2019	Sell	-100000	-1.65	927397	15.29

	LIMITED								
				31-03-2020	At the end of the year			927397	15.29
3.	PARMJEET KAUR	308039	5.08	21-02-2020	Sell	-12030	-0.20	296009	4.88
				31-03-2020	At the end of the year			296009	4.88
4.	PUNJAB BIOTECHNOLOGY PARK LIMITED	120737	1.99	31-03-2020	At the end of the year	Nil	N.A.	120737	1.99
5.	GURSIMRAN SINGH	42574	0.70	31-03-2020	At the end of the year	Nil	N.A.	42574	0.70
6	CHARANJIT SINGH BHATIA	3575	0.06	31-03-2020	At the end of the year	Nil	N.A.	3575	0.06

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SL No.	ShareHolder's Name	ShareHolding at the beginning of the year		Cumulative ShareHolding at the end of the year		Type
		30/03/2019		31/03/2020		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	
1	MOTILAL OSWAL FINANCIAL SERVICES LTD - CLIENT ACCOUNT	238710	3.94			
	05-04-2019	-4443	-0.07	234267	3.86	Sell
	12-04-2019	-1158	-0.02	233109	3.84	Sell
	19-04-2019	-311	-0.01	232798	3.84	Sell
	10-05-2019	-29298	-0.48	203500	3.36	Sell
	17-05-2019	-130	-0.00	203370	3.35	Sell
	24-05-2019	-16886	-0.28	186484	3.08	Sell
	07-06-2019	-1805	-0.03	184679	3.05	Sell
	14-06-2019	-68	-0.00	184611	3.04	Sell
	05-07-2019	8100	0.13	192711	3.18	Buy
	19-07-2019	7863	0.13	200574	3.31	Buy
	26-07-2019	-92	-0.00	200482	3.31	Sell
	02-08-2019	20465	0.34	220947	3.64	Buy
	09-08-2019	-545	-0.01	220402	3.63	Sell
	23-08-2019	43989	0.73	264391	4.36	Buy
	30-08-2019	-17018	-0.28	247373	4.08	Sell
	13-09-2019	42721	0.70	290094	4.78	Buy
	19-09-2019	-22527	-0.37	267567	4.41	Sell
	23-09-2019	-2167	-0.04	265400	4.38	Sell
	27-09-2019	-1043	-0.02	264357	4.36	Sell

	30-09-2019	264357	-4.36	0	0.00	Sell
	04-10-2019	148550	2.45	148550	2.45	Buy
	11-10-2019	15459	0.25	164009	2.70	Buy
	18-10-2019	145035	-2.39	18974	0.31	Sell
	25-10-2019	-11177	-0.18	7797	0.13	Sell
	01-11-2019	57556	0.95	65353	1.08	Buy
	08-11-2019	-27172	-0.45	38181	0.63	Sell
	15-11-2019	-23256	-0.38	14925	0.25	Sell
	22-11-2019	15339	0.25	30264	0.50	Buy
	29-11-2019	7120	0.12	37384	0.62	Buy
	06-12-2019	117961	1.95	155345	2.56	Buy
	13-12-2019	114655	1.89	270000	4.45	Buy
	20-12-2019	155000	-2.56	115000	1.90	Sell
	27-12-2019	1417	0.02	116417	1.92	Buy
	31-12-2019	1383	0.02	117800	1.94	Buy
	03-01-2020	82789	1.37	200589	3.31	Buy
	10-01-2020	68286	1.13	268875	4.43	Buy
	17-01-2020	203875	-3.36	65000	1.07	Sell
	24-01-2020	-43218	-0.71	21782	0.36	Sell
	31-01-2020	88218	1.45	110000	1.81	Buy
	07-02-2020	110000	-1.81	0	0.00	Sell
	13-03-2020	2092	0.03	2092	0.03	Buy
	20-03-2020	3071	0.05	5163	0.09	Buy
	27-03-2020	-5163	-0.09	0	0.00	Sell
	31-03-2020			0	0.00	
2	TANAY KAMAL SEETHA	159000	2.62			
	18-10-2019	25000	0.41	184000	3.03	Buy
	06-03-2020	49395	0.81	233395	3.85	Buy
	13-03-2020	19233	0.32	252628	4.17	Buy
	27-03-2020	15000	0.25	267628	4.41	Buy
	31-03-2020	21633	0.36	289261	4.77	Buy
	31-03-2020			289261	4.77	
3	MITHUN SECURITIES PRIVATE LIMITED	157444	2.60			
	10-05-2019	-750	-0.01	156694	2.58	Sell
	17-05-2019	-1430	-0.02	155264	2.56	Sell
	24-05-2019	-800	-0.01	154464	2.55	Sell
	02-08-2019	-39000	-0.64	115464	1.90	Sell
	09-08-2019	-44006	-0.73	71458	1.18	Sell
	25-10-2019	-20000	-0.33	51458	0.85	Sell
	31-03-2020			51458	0.85	
4	P MUKESH KUMAR	106954	1.76			
	31-03-2020			106954	1.76	
5	RAHUL AGARWAL	79564	1.31			
	14-02-2020	-25000	-0.41	54564	0.90	Sell
	31-03-2020			54564	0.90	
6	SURESH . SARAF	72895	1.20			
	05-04-2019	5000	0.08	77895	1.28	Buy

	13-12-2019	100	0.00		77995	1.29	Buy
	28-02-2020	10000	0.16		87995	1.45	Buy
	31-03-2020	19999	0.33		107994	1.78	Buy
	31-03-2020				107994	1.78	
7	PRAKASH CHAND CHAGANLAL	70000	1.15				
	31-03-2020				70000	1.15	
8	SEEMA D KUMAR	60300	0.99				
	31-03-2020				60300	0.99	
9	JEVANJYOTI COMMOALES PRIVATE LIMITED	59000	0.97				
	31-03-2020				59000	0.97	
10	I.C. SANGHAL & SONS HUF	53100	0.88				
	06-09-2019	-53100	-0.88		0	0.00	Sell
	31-03-2020				0	0.00	

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S.No.	Name of the Shareholder	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	JASJOT SINGH (Whole Time Director)	1120578	18.48	23-08-2019	Sell	-30000	-0.49	1090578	17.99
				19-09-2019	Sell	-30000	-0.49	1060578	17.49
				27-09-2019	Sell	-20000	-0.33	1040578	17.16
				04-10-2019	Sell	-52606	-0.87	987972	16.29
				01-11-2019	Sell	-31111	-0.51	956861	15.78
				29-11-2019	Sell	-22000	-0.36	934861	15.42
				20-12-2019	Sell	-20000	-0.33	914861	15.09
				31-03-2020	At the end of the year			914861	15.09
2.	GURSIMRAN SINGH (Chief Financial Officer)	42574	0.70	31-03-2020	At the end of the year	Nil	N.A.	42574	0.70
3	SWATI PANDEY (Company Secretary)	Nil	Nil	31-03-2020	At the end of the year	Nil	N.A.	Nil	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment relating to Secured Loans, Unsecured Loans and / or Deposits: **NIL**

VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIALPERSONNEL**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	Mr. Jasjot Singh WTD (upto 08.06.2019)	Mr. Gursimran Singh (upto 05/10/2019)	
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	NIL	NIL	NIL
	(b)Value of perquisites u/s17(2)Income-tax Act,1961	NIL	NIL	NIL
	(c)Profits in lieu of salary under section 17(3) Income taxAct,1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others ,specify...	NIL	NIL	NIL
5.	Others, please specify (Sitting Fees)	NIL	NIL	NIL
	Total(A)	NIL	NIL	NIL
	Ceiling as per the Act	10% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)		

B. REMUNERATION TO OTHERDIRECTORS:

Particulars of Remuneration	Mr. Rishipal Panwar	Ms. Charu Pareek	Ms. Simmi Chhabra (upto 05/10/2019)	Mr. Jimit Jitendra Trivedi (w.e.f. 14/10/2019)	Total Amount
(A) Independent Directors					
·Fee for attending board/ committee meetings	24000	18000	18000	Nil	60000
·Commission	-	-	-	-	-
·Others, please specify	-	-	-	-	-
Total (B)	24000	18000	18000	Nil	60000
Ceiling as per the Act	(1% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)				
Total Managerial Remuneration [Total (A) + Total (B)]					60000

Particulars of Remuneration	Name of the Directors				Total Amount
(B) Other Non-executive Directors	-	-	-	-	-
·Fee for attending board/committee meetings	-	-	-	-	-
·Commission	-	-	-	-	-
·Others, please specify	-	-	-	-	-
Total (B)	-	-	-	-	-
Ceiling as per the Act	(1% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)				
Total Managerial Remuneration [Total (A) + Total (B)]					

Particulars of Remuneration	Mr. Sudhanshu Srivastav (w.e.f. 14/10/2019)	Mr. Sehejbir Singh Bhatia	Total Amount
(C) Other executive Directors	-	-	-
·Fee for attending board/committee meetings (salary)	-	291500	291500-
·Commission	-	-	-
·Others, please specify	-	-	-
Total (B)	-	291500	291500
Ceiling as per the Act	(1% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)		
Total Managerial Remuneration [Total (A) + Total (B)]			

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

Sl. no.	Particulars of Remuneration	KEY MANAGERIAL PERSONAL		
		Ms. Swati Pandey 01/04/2019- 31/12/2019) (CS)	Mr. Gursimran Singh (CFO)	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	2,28,548	0.00	2,28,548

	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	0.00	0.00	0.00
	(c)Profits in lieu of salary under section 17(3) Income TaxAct,1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission - as % ofprofit - others,specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total	2,28,548	0.00	2,28,548

VII. *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.

**For And On Behalf Of The Board Of Directors
For Prism Medico & Pharmacy Limited**

Place: Mohali
Date:13/08/2020

Sudhanshu Srivastav
Director
DIN - 08242441

Jimit Jitendra Trivedi
Director
DIN- 08585697

ANNEXURE 'D' 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 31st March 2020.

COVID-19 UPDATE

Currently, the global economic environment is highly unpredictable as the duration and the impact of unprecedented COVID-19 pandemic is difficult to ascertain. Amidst one of the most uncertain environment faced today, our employees are relentlessly working towards providing uninterrupted supply of cattle feed and other supplements.. Your Company is ensuring utmost safety of its employees by following measures such as usage of masks/gloves, regular temperature screening, setting up of disinfectant tunnels, maintaining social distancing, allowing limited workforce and conducting comprehensive factory sanitization. Post the COVID-19 outbreak in mid-March 2020, our operations were disrupted as volumes and sales declined and factories were closed, after the nationwide lockdown announced on March 24, 2020. However, all activities were allowed during lockdown and our factories became operational in at the earliest, after obtaining necessary approvals from local authorities. The demand remains firm and your Company is taking all necessary steps to ensure smooth supply of products along with maintaining safety of employees and business partners.

INDUSTRY STRUCTURE, DEVELOPMENT:

The Company has been established with the object financing. 2018-19 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 OUTLOOK:

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

Future Outlook

- Enhance accessibility in the regulated generics business.
- To unlock the true potential of huge investments
- Consolidate its presence in the business by focusing on regulated markets.
- Strategic entry in highly regulated markets.
- Expand relationships with marquee clients with additional new products.
- Enhance market penetration with existing products.
- Increase its operations in emerging markets.
- Focus on R & D and work.

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 it's 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 decisionmaking.

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.

**For And On Behalf Of The Board Of Directors
For Prism Medico & Pharmacy Limited**

Place: Mohali
Date:13/08/2020

Sudhanshu Srivastav
Director
DIN - 08242441

Jimit Jitendra Trivedi
Director
DIN- 08585697

ANNEXURE 'E' TO DIRECTORS' REPORT

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

(i) The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2018-19 along with the percentage increase in Remuneration of each Executive Director and Key Managerial Personnel (KMP) during the financial year 2019-20:

Sl. No.	Name of Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage increase in Remuneration during the financial year
1.	Mr. Jasjot Singh	Whole-time Director	N.A.	N.A.
2.	Mr. Gursimran Singh	Director	N.A.	N.A.
3.	Mr. Gursimran Singh	Chief Financial Officer	N.A.	N.A.
4.	Ms. Swati Pandey	Company Secretary & Compliance Officer	-	-

***Ms. Swati Pandey resigned from the position of the Company Secretary of the company on 31st December 2019.*

Mr. Jasjot Singh resigned from the position of Whole time Director of the company on 08th June 2019.

Mr. Gursimran Singh resigned from the position of Whole time Director of the company on 05th October 2019.

Notes:

a) The Independent Directors of the Company are entitled to sitting fee and commission on Net Profits as per statutory provisions of the Companies Act, 2013 and as per terms approved by the Members of the Company.

b) Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.

Employees for the purpose above include all employees excluding employees governed under collective bargaining process.

(i) The percentage increase in the median remuneration of employees in the financial year 2019-20 was NIL.

(ii) It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2020, were as per the Nomination and Remuneration Policy of the Company.

**For And On Behalf Of The Board Of Directors
For Prism Medico & Pharmacy Limited**

Place: Mohali
Date: 13/08/2020

Sudhanshu Srivastav
Director
DIN - 08242441

Jimit Jitendra Trivedi
Director
DIN - 08585697

DISCLOSURES TO ANNUAL REPORT

(Pursuant to regulation 34(3) & 53(f) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2018)

S.NO.	IN THE ACCOUNTS OF HOLDING/ SUBSIDIARY COMPANY	DISCLOSURES OF AMOUNTS AT THE YEAR END AND THE MAXIMUM AMOUNT OF LOANS/ ADVANCES/ INVESTMENTS OUTSTANDING DURING THE YEAR.
01	Healthy Biosciences Private Limited (Subsidiary Company)	There are no such instances during the year.

Note: As on 31st March 2020 there is no such subsidiary/ Holding company of Prism Medico & Pharmacy Limited.

B) DECLARATION

I, Sudhanshu Srivastav, CEO of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code on an annual basis.

**On behalf of the Board
For Prism Medico & Pharmacy Limited
Sd/-
Sudhanshu Srivastav
CEO**

C) COMPLIANCE CERTIFICATE [As per Regulation 17(8) of SEBI (LODR) Regulation, 2015]

To,
The Board of Directors,

We, Sudhanshu Srivastav, Chief Executive Officer and Gursimran Singh, Chief Financial Officer of the Company hereby certify that in respect of the financial year ended on March 31, 2020 :

We have reviewed financial statements and the cash flow statement for the year March 31, 2020 and that to the best of their knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit committee:

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mohali
Date: 29/06/2020

Sd/-
Sudhanshu Srivastav
CEO

Sd/-
Gursimran Singh
CFO

Annexure -F

Form No. MR-3
Secretarial Audit Report
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members
PRISM MEDICO AND PHARMACY LIMITED
CIN: L51109PB2002PLC047444
D-118, INDUSTRIAL AREA, PHASE VII,
MOHALI, PUNJAB-160055.

Dear Sir(s)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. PRISM MEDICO AND PHARMACY LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/s. PRISM MEDICO AND PHARMACY LIMITED** 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 ended on **31/03/2020**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, 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 **M/s. PRISM MEDICO AND PHARMACY LIMITED** ("the Company") for the financial year ended on **31/03/2020** 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. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable as company has not accepted/made any FDI, ODI or ECBs during the financial year**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the Company did not issue any ESOP or ESPS during the Financial Year under review**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable as the Company did not issue any debt securities during the Financial Year under review**
- g. 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; **Not Applicable as the Company is not registered as Registrar to an Issue and Share transfer Agent during the year under review.**
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not delisted its Equity shares from any Stock Exchange during the financial year under review**and
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back any of its securities during the Financial Year under review**

VI) Based on the representation made by the Company and its officers, the Company has proper system and process in place for compliance under the other applicable Laws, Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the Company are given below:

- i. The Environment (Protection) Act 1986
- ii. Air (Prevention and Control of Pollution) Act, 1981
- iii. The Water (Prevention and Control of Pollution) Act, 1974
- iv. GST (Goods & Service Tax) Laws, Excise Laws, Sales Tax Laws
- v. Income Tax Act, 1961.
- vi. Food Safety and Standards Act, 2006
- vii. Labour Laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, Employee State Insurance etc.
- viii. MSMED Act, 2006
- ix. Trademark Act, 1999
- x. Legal Metrology Act, 2009

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

- i) The Institute of Company Secretaries of India has prescribed Secretarial Standards which are mandatory for the year 2019-20.
- ii) The provisions of the Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above ***subject to the following observations/Note:-***

1. *During the year under review the company did not publish the notice of Board of Directors meeting held on 30th January, 2020 where financial results for the quarter ended 31st December, 2019 were discussed and approved.*

We further report that

- _ The Board of Directors of the Company is duly constituted with proper mix of Executive Directors, Non-Executive Directors and Independent Directors. Further, changes in the composition of the Board of Directors took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was 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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- _ Majority decisions were 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 M.R. CHECHI & ASSOCIATES
COMPANY SECRETARIES**

**UDIN: F003823B000573691
Place: Chandigarh
Dated: 12th August, 2020.**

**Sd/-
MAST RAM CHECHI
M No.: 3823, CP No.: 2906**

Annexure-A

To,
The Members,
PRISM MEDICO AND PHARMACY LIMITED
CIN: L51109PB2002PLC047444
D-118, INDUSTRIAL AREA, PHASE VII,
MOHALI, PUNJAB-160055.

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 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 our opinion.
3. We have not verified the correctness and appropriateness and the Compliance by the Company abiding and adherence to applicable financial and taxation laws like direct taxation and indirect taxation laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test 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 M.R. CHECHI & ASSOCIATES
COMPANY SECRETARIES**

UDIN: F003823B000573691
Place: Chandigarh
Dated: 12th August, 2020.

Sd/-
MAST RAM CHECHI
M No.: 3823, CP No.: 2906

Annexure - G

Independent Auditor's Report

To
The Members of M/s Prism Medico & Pharmacy Limited

Opinion

We have audited the accompanying standalone financial statements of **M/s Prism Medico & Pharmacy Limited** which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (statement of changes in equity), Cash Flow Statement for the year then ended, notes to the financial statements and a summary of significant accounting policies and other explanatory information. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) 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 March 31, 2020, and its Profit ,(changes in equity) for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit matters are those matters that, in our professional judgement , were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance ,(changes in equity)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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations,

or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the audit of the Standalone Financial Statements

Our responsibility is to express an opinion on these (Standalone) 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 thereunder.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure-A**, 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 it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the aforesaid (Standalone) 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 written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) 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.

Date: 29/06/2020

Place: MOHALI

For Harjeet Parvesh & Co.

Chartered Accountants

FRN: 017437N

Sd/-

FCA Harjeet Singh

Partner, M.No095466

Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2020:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- c) Material discrepancies if any , noticed during physical verification have been accounted for in the books of accounts.
- (d) The title deeds of immovable properties are held in the name of the company.
- e) No revaluation has been done by the company of its property, plant and equipment (including the right of use assets) or intangible assets or both during the year
- f) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- 2) (a) The Management has conducted Physical verification of inventory at reasonable intervals.
- (b) The Discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of accounts were not material
- c) The company, has not at any during any point of time of the year, sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.
- d) The quarterly returns or statements filed by the company with financial institutions or banks are in agreement with the books of account of the Company.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally 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 with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, GST, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) There are no transactions which are not recorded in the accounts have been disclosed or surrendered before the tax authorities as income during the year

9) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

a) The company has not been declared a wilful defaulter by any bank or financial institution or any other lender.

b) The term loans been used for the object for which they were obtained.

c) The Company has not used funds raised for a short term basis for long term purposes.

d) The company has not raised any money from any person or entity for the account of or to pay the obligations of its associates, subsidiaries or joint ventures.

e) The company has not raised any loans during the year by pledging securities held in their subsidiaries, joint ventures or associate companies.

10) Based upon the audit procedures performed and the information and explanations given by the management, the company has raised moneys by way of initial public offer. All the provisions of clause have been complied with and the Money raised has been utilised for the purpose as informed to us by the Management.

11) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) The company have an internal audit system in accordance with its size and business activities.

a) It has appointed internal auditor according to requirements of Companies Act of section 138.

b) The reports of the internal auditors been considered by the statutory auditor.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of the Order are not applicable to the Company and hence not commented upon.

17) The company has not incurred any cash losses in the financial year and the immediately preceding financial year.

18) Based upon the the information and explanations given by the management there has been no change in statutory Auditor is made during the year.

19) Based upon the audit procedures performed and the information and explanations given by the management, no material uncertainty exists on date of audit report and the company can meet its the liabilities which exist as at the balance sheet date when such liabilities are due in the future.

20) In our opinion, the company is not required to adhere to provisions of Corporate Social Responsibility. Therefore the provisions of Section 135 of Companies Act are not applicable

21) In our opinion there have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For HarjeetParvesh& Co.
Chartered Accountants
FRN: 017437N

Sd/-
HARJEET SINGH
PARTNER
M.No : 095466

DATE : 29.06.2020
PLACE :MOHALI

Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/s Prism Medico & 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”)

We have audited the internal financial controls over financial reporting of M/s **Ajooni Biotech Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the standalone 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 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 judgement, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or

timely detection of unauthorized 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 March 31, 2020.

For HarjeetParvesh& Co.
Chartered Accountants
FRN: 017437N
Sd/-
FCA Harjeet Singh
Partner
M.No. 095466

Date: 29/06/2020
Place: MOHALI

PRISM MEDICO & PHARMACY LIMITED
Balance Sheet as at 31st March, 2020

PARTICULARS	NOTES	31.03.2020	31.03.2019	01.04.2018
I) ASSETS				
(1) Non-current assets				
a) Property , Plant & Equipment	1	6,77,381.00	8,53,561.00	11,20,552.00
b) Financial Assets				
1. Non-Current Investment	2	1,93,80,000.00	9,99,99,990.00	11,24,99,940.00
c) Deferred Tax Assets	21	1,36,134.00	0.00	0.00
(2) Current assets				
a) Inventories	3	4,75,729.00	96,15,535	88,54,789
b) Financial Assets				
1) Cash & Cash Equivalent	4	11,17,555.00	11,75,819.00	4,01,948.00
2) Short Term Loans and advances	5	1,03,56,338.00	1,97,11,622.00	64,00,524.00
3) Trade Receivables	6	18,33,61,367.00	3,75,82,553.00	0.00
(c) Other Current Asset	7	3,36,741.00	7,83,351.00	88,880.00
TOTAL		21,58,41,245.00	16,97,22,431.00	12,93,66,633.00
II) EQUITY AND LIABILITIES				
(1) Equity				
a) Equity Share Capital	8	6,06,34,280.00	6,06,34,280.00	6,06,34,280.00
b) Other Equity	9	6,99,25,246.00	7,08,74,402.00	6,71,80,048.00
(2) Non - Current Liabilities				
a) Deferred tax liabilities	21	0.00	42,490.00	6,74,275.00
(3) Current Liabilities				
a) Financial Liabilities				
1) Trade Payables	10	8,44,80,968.00	3,56,81,308.00	0.00
b) Other Current Liabilities	11	8,00,750.00	19,25,783.00	7,89,150.000-
c) Short Term Provisions	12	0.00	5,64,168.00	88,880.00
TOTAL		21,58,41,244	16,97,22,431.00	12,93,66,633.00

AUDITOR'S REPORT

FOR AND ON BEHALF OF THE BOARD

As per our report of
even date

**Sudhanshu
Srivastav
DIRECTOR**

**Sehejbir Singh Bhatia
DIRECTOR**

FOR HARJEET PARVESH & Co

Harjeet Singh, FCA

**Sameer Gupta
Company Secretary**

**Gursimran Singh
CFO**

M.No 095466

**Date: 29.06.2020
Place: Mohali**

PRISM MEDICO & PHARMACY LIMITED

Statement of Profit & Loss Account for the year ended 31st March, 20120

PARTICULARS	NOTES	31.03.2020	31.03.2019	01.04.2018
INCOMES:				
Revenue from operation	13	26,89,01,792.00	36,30,61,615.00	20,95,81,054.00
Other Income	14	0.00	21,87,442.00	0.00
TOTAL Income Rs.		26,89,01,792.00	36,52,49,057.00	20,95,81,054.00
EXPENSES				
Cost of Material Consumed	15	25,69,62,800.00	35,28,17,485.00	20,72,69,864.00
Change in Inventories of Finished Goods, Work in-Progress and Stock-in-Trade	16	91,39,806.00	-7,60,746.00	-6,54,849.00
Employee Benefit Expenses	17	21,96,048.00	24,63,158.00	9,54,000.00
Finance Cost	18	2,494.00	2,264.00	1,880.00
Depreciation expenses	19	1,76,180.000	2,66,990.00	4,46,083.00
Other Expenses Administrative Expenses	20	11,05,634.00	75,27,640.00	13,97,636.00
Total Expenses		26,95,82,962.00	36,23,16,791.00	20,91,14,614.00
PROFIT OF THE YEAR		-6,81,170.00	29,32,266.00	4,66,440.00
TAX EXPENSE		-	-	-
a) Current Tax		0.00	5,64,168.00	88,880.00
b) Tax Expenses :		1,78,623.00	6,31,785.00	6,88,581.00
c) MAT Credit Entitlement		0.00	6,94,471.00	88,880.00
NET PROFIT AFTER TAX		-5,02,546.00	36,94,354.00	-1,89,141.00

NOTES ON ACCOUNTS

NOTE '13' TO '20' AND NOTE '21'

FORM INTEGRAL PART OF THE ACCOUNT

FOR AND ON BEHALF OF THE BOARD

AUDITOR'S REPORT

As per our report of even date

FOR HARJEET PARVESH & Co

CHARTERED ACCOUNTANTS

Sudhanshu Srivastav
DIRECTOR

Sehejbir Singh Bhatia
DIRECTOR

Gursimran Singh
CFO

Harjeet Singh

Sameer Gupta
Company
Secretary

FCA
M.No 095466

DATE: 29.06.2020

PLACE : MOHALI

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2020

	PARTICULARS	31.03.2020 (Rupees)	31.3.2019 (Rupees)
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Profit Before tax of the year	(6,72,170.69)	29,32,266.00
	Adjustment for:		
	Depreciation & Amortization	1,76,180.81	2,66,990.00
	Interest & Finance Charges	2,494.00	2,114.00
	Operating Profit Before Prior Period Items and Working Capital Changes	(4,93,495.88)	32,01,369.80
	Operating Profit Before Working Capital Changes	(4,93,495.88)	32,01,369.80
	Adjustments for:		
	Decrease(increase) in receivables	9,99,95,666.00	3,75,82,553.00
	Inventories	91,39,806.00	7,60,746.00
	Other Current Assets	2,47,860.00	1,34,35,809.90
	Other Current Liabilities	5,43,033.00	11,36,633.00
	Increase(decrease) in Trade Payables	4,88,08,660.00	3,56,81,308.00
	Cash Generated from Gperations	(4,33,31,588.00)	1,17,59,797.69
	Income Tax Paid	3,16,308.00	5,64,168.00
	Net C\ash from Operating Activities	(4,36,47,896.00)	(1,23,23,966.00)
	B	Cash Flow from Investing Activities:	
Investments		8,06,19,990.00	1,24,99,950.00
Loans & Advances given		(3,70,27,863.71)	
Net Cash (used)/Generated in Investing Activities		4,35,92,126.29	1,24,99,950.00
C	Cash Flow from Financing Activities:		
	Proceed from Share Capital		
	Proceeds/(Repayment) of Long Term Borrowings		6,00,000.00
	Proceeds/(Repayment) of Short Term Borrowings		
	Interest and Other Finance Costs paid	(2,494.00)	(2,114.00)
	Net Cash (Used)/Generated in Financing Activities	(2,494.00)	5,97,886.00
	Net Increase in Cash and Cash Equivalentents (A)+(B)+(C)	(58,264)	7,73,870.00
Opening Cash and Cash Equivalentents	11,75,819.00	4,01,949.00	
Closing Cash and Cash Equivalentents	11,17,555.00	11,75,819.00	

PRISM MEDICO AND PHARMACY LTD
AS AT 31ST MARCH, 2020
NOTE '1' TO '20' ANNEXED TO AND FORMING PART OF THE
BALANCE SHEET AS ON 31ST MARCH, 2020 AND STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED ON THAT DAY

PARTICULARS	31ST MARCH 2020	31ST MARCH 2019
<u>NOTE : 2- NON CURRENT INVESMENTS</u>		
Unquoted Shares of:	1,93,80,000	9,99,99,990
- M/s Healthy Biosciences Pvt Ltd		
(1938000 Eq.Shares@ Rs 10 each i.e Rs 19380000)		
(Fair Value 10 each/-)	TOTAL Rs. 19380000	9,99,99,990.00
8061999 no of equity shares transferred to the following:		
NAME OF PARTY	NO.	
PUNJAB BIOTECHNOLOGY PARK LTD	4339999	
PATANJALI SEVA KENDRA	1922000	
KHANNA SOLVEX	1800000	
TOTAL	8061999	
<u>NOTE : 3- INVENTORIES</u>		
(As per inventories taken, valued and certified by the management)		
Finished Goods / Traded Goods	4,75,729	96,15,535
	TOTAL Rs. 475729	9615535
<u>NOTE : 3- CASH & CASH EQUIVALENTS</u>		
Cash-in-Hand	8,85,932	9,40,462
Cash at Bank	2,31,623	2,35,357
	TOTAL Rs. 1117555	1175819
<u>NOTE :5- SHORT TERM LOANS & ADVANCES</u>		
(i) Advances to Suppliers/Other Advances	37,06,798	37,04,298
(ii) Other Loans and Advances:	62,56,000	1,55,82,900
(iii) Security Deposits	2,500	2,500
(iv) Balance with Revenue Authorities		
- Income Tax Refund	3,91,040	4,21,924
	TOTAL Rs. 10356338	19711622

PRISM MEDICO AND PHARMACY LTD

AS AT 31ST MARCH, 2020

PARTICULARS	31ST MARCH 2020	31ST MARCH 2019
<u>NOTE :6 - TRADE RECEIVABLES</u>		
Sundry Debtors	18,33,61,367	3,75,82,553
TOTAL Rs.	183361367	37582553
<u>NOTE 7 - OTHER CURRENT ASSETS</u>		
Mat Credit Entitlement	3,36,740	7,83,351
TOTAL Rs.	336740	783351
<u>NOTE : 8- EQUITY SHARE CAPITAL</u>		
<u>AUTHORISED</u>		
10000000 Equity Shares of Rs 10/- Each	10,00,00,000.00	10,00,00,000.00
<u>ISSUED, SUBSCRIBED AND PAID UP</u>		
6063428 Equity Shares of Rs 10/- Each	6,06,34,280.00	6,06,34,280.00
TOTAL Rs.	60634280	60634280

Issued, Subscribed & Paid up Share Capital in number comprises of:

(c) Statement of Changes in Equity

PARTICULARS	As at 31st March,2020		As at 31st March,2019	
	No of Shares	Amount	No of Shares	Amount
Equity Shares at the beginning of the year	6063428	60634280	6063428	60634280
Add: Equity Shares allotted during the year				
Equity Shares at the end of the year	6063428	60634280	6063428	60634280
Shareholders holding more than 5 % shares		No. of Equity shares	% of Holding	
Ajoooni Biotech Limited		9,27,397	15.29%	
Jasjot Singh		9,14,861	15.09%	

PRISM MEDICO AND PHARMACY LTD
AS AT 31ST MARCH, 2020

PARTICULARS	31ST MARCH 2020	31ST MARCH 2019
<u>NOTE : 9- OTHER EQUITY</u>		
Profit & Loss A/c		
Balance as per last year	70874402	6,71,80,048.00
Add : Net Profit for the year	-502546	36,94,354.00
Add / Less : Mat Credit Adjustment	-446610	0.00
TOTAL Rs.	69925246	70874402
<u>NOTE : 10 - TRADE PAYABLES</u>		
Sundry Creditors	8,44,80,968	3,56,81,308
TOTAL Rs.	84480968	35681308
<u>NOTE :11 - OTHER CURRENT LIABILITIES</u>		
(i) Other Liabilities	3,00,000	6,00,000
(ii) Expenses Payable	4,29,550	12,53,783
(iii) TDS Payable	17,200	27,000
(iv) Audit Fees Payable	54,000	45,000
TOTAL Rs.	800750	1925783
<u>NOTE : 12 - SHORT TERM PROVISIONS</u>		
Provision for Tax	0.00	5,64,168
TOTAL Rs.	0.00	564168

PRISM MEDICO AND PHARMACY LTD

AS AT 31ST MARCH, 2020

PARTICULARS	31ST MARCH 2020	31ST MARCH 2019
<u>NOTE : 13- REVENUE FROM OPERATIONS</u>		
(i) Sale of Products:		
-Agriculture Products	26,89,01,792	36,30,61,615
TOTAL Rs.	268901792	363061615
<u>NOTE : 14 - OTHER INCOME</u>		
(i) Sale from Bonus shares	0.00	21,87,442
TOTAL Rs.	0.00	2187442
<u>NOTE : 15 - COST OF MATERIAL CONSUMED</u>		
Purchase of Stock In trade	25,69,62,800	35,28,17,485
TOTAL Rs.	256962800	352817485
<u>NOTE :16 - CHANGE IN INVENTORIES</u>		
Finished Goods / Traded Goods		
Closing Stock	4,75,729	96,15,535
Less Opening Stock	96,15,535	88,54,789
TOTAL Rs.	-9139806	760746
<u>NOTE : 17 - EMPLOYEE BENEFIT EXPENSE</u>		
(i) Salary, Wages & Allowances	21,96,048	24,63,158
TOTAL Rs.	2196048	2463158
<u>NOTE : 18 - FINANCE COST</u>		
Bank Charges		
Interest	2,494	2,114
	0.00	150
TOTAL Rs.	2494	150
<u>NOTE : 19 - DEPRECIATION EXPENSE</u>		
Depreciation on Fixed Assets		
	1,76,181	2,66,990
TOTAL Rs.	176181	266990

PRISM MEDICO AND PHARMACY LTD

AS AT 31ST MARCH, 2020

PARTICULARS	31ST MARCH 2020	31ST MARCH 2019
<u>NOTE : 20 ADMINISTRATIVE EXPENSES</u>		
Advertisement Expenses	68,446	30,492
Audit Fee	88,500	50,000
Business Promotion	0.00	14,54,920
Sitting Fee	69,000	66,000
Legal & Professional Fee	6,42,010	3,71,929
Listing exp	0.00	5,72,300
Share Charges	0.00	19,682
Postage & Courier Expenses	0.00	13,492
Printing & Stationery	18,930	28,050
Office Rent	2,00,800	3,33,900
Rates & Taxes	11,089	9,535
Renewal Charges	0.00	3,000
Travelling & Conveyance	859	5,02,153
ROC Exp. Freight Expenses	0.00	22,82,592
Office Expenses	0.00	4,72,091
Sleepez & Chijat	0.00	1,56,820
Maintenance fee	6,000	0.00
TOTAL Rs.	1105634	7527640

FOR & ON BEHALF OF THE BOARD

Sameer Gupta
Company Secretary

Gursimran Singh
CFO

Sudhanshu Srivastav
DIRECTOR

Sehejbir Singh Bhatia
DIRECTOR

NOTE : 21- NOTES ON ACCOUNTS & ACCOUNTING POLICIES
Forming part of Balance Sheet and Statement of Profit and Loss
For the Year ended 31st March, 2020

Note 21

A SIGNIFICANT ACCOUNTING POLICIES :-

The following disclosure of accounting policies is made in pursuance of the recommendation of the Accounting standards Boards of the Institute of Chartered Accountants of India on 'Disclosure of Accounting Policies'.

a) System of Accounting :

The company has adopted Indian Accounting Standards (IndAS) as notified by the Ministry of Corporate Affairs with effect from 01st April 2017 , with a transition date of 01st April 2016. The adoption of IndAs has been carried out in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS Standards and interpretations that are issued and effective for the First Ind AS Financial Statements for the year ended 31st March 2018, be applied retrospectively and consistently for all financial years presented .

b) Fixed Assets and Depreciation.:

Depreciation is provided on Written Down Value method assuming residual value as 5% over the useful lives of assets estimated by the Management. at the rates specified in Part C of Schedule II of the Companies Act 2013 on Pro rata basis and the Assets having the Value up to Rs 5000.00 have been depreciated at the rate of 100%.

c) Inflation :

Assets & Liabilities are recorded at historical cost to the company. These costs are not adjusted to reflect the changing value in the purchasing power of money.

d) Basis of Accounting.

The Accounts of the Company are prepared under the historical cost convention and in accordance with the requirements of the Companies Act, 2013 and accepted accounting standards. The accounts are prepared on accrual basis.

e) Valuation of Inventory

FIFO method of Stock valuation has been adopted by the company. Stock of raw material, stores & spares are valued at cost whereas stock of finished goods is valued at cost or net realisable value whichever is lower.

f) Events Occuring After the Valuation Date

Events occurring after the date of Balance Sheet, are considered up to date of finalisation of accounts, wherever material.

g) Use Of Estimates

The preparation of the financial statements in conformity with INDAS requires management to make estimates and assumption that affect the reported balances of assets and liabilities and discloser relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the company to estimates the efforts or cost expended to date as a proportion to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligation under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

h) Recognition Of Income & Expenditure

i) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company, the significant risks and rewards of ownership have been transferred to the buyer and the revenue can be reliably measured in compliance with IND AS-18

ii) Sales are recognised as & when the goods are supplied and net of GST. However rebate & discount is being separately shown as other income.

iii) Expenses are accounted for on accrual basis and provision is made for all known losses and expenses.

i) Employee's Benefits

The retirement benefits of the employees include Gratuity, Provident Fund & Contribution to the PF is provided on Accrual basis.No Provision has been made for Leave Encashment

j) Cash Flow Statement

As per IND AS-7, an entity shall report cash flows from operating activities using either the direct method (whereby major classes of gross cash receipts and gross cash payments are disclosed) or the indirect method (whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows),the Company chose to prepare the cash flow statements using the indirect method .

h) Income Tax

Income tax is recognized in the Statement of income except to the extent that it relates to items recognized directly within equity or in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially-enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized

k) Investments

During the current financial year company has made sold investments in the shares of M/s Healthy Biosciences Pvt Ltd .As per IND AS the Residual should be recognised at fair value and any change in the value should be recognised through FVTPL/FVOCI method.The effect of Same if any has been dealt accordingly.

B. NOTES ON ACCOUNTS :-

1. Previous year figure have been re-grouped / re-arranged / re-caste wherever considered necessary, to suit the current year's layout as per the performa of Revised Schedule III of IND AS
2. In the opinion of the Board, the current assets, loans & advances have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the balance sheet and that the provision for known liabilities are adequate and not in excess of amount reasonably necessary.

3. EPS CALCULATION

<u>Particulars</u>	<u>2019-20</u>		<u>2018-19</u>
<u>Profit available for Equity Shareholders</u>	(5,02,546.19)		36,94,354.00
For Basic Earning:			60,63,428.00
	60,63,428.00		
No. of Weighted Average Equity Shares			
For Diluted Earnings:	60,63,428.00	60,63,428.00	
Effect of Diluted Equity Shares equivalent to Pending for Allotment			
No. of Weighted Average of Diluted Equity Shares			60,63,428.00
	60,63,428.00		
Nominal Value of Equity Shares			
Earnings Per Share (Rs.):	10	10	
Basic	(0.08)	0.61	
Diluted	(0.08)	0.61	

4. With reference to Employee Benefits, no provision has been made regarding Gratuity, Leave encashment & other retirement benefits & in absence of actuarial valuation there impact on financial statements are unascertainable.
5. Related Party disclosures are required under the Accounting standard (IAS-24) on "Related Party Disclosures" issued are given below:-

a.) Relationship

- i) Holding Company : NONE
- ii) Key Management Personnel (Managing / Whole Time Director)

Sudhanshu Srivastav (Director)

Sehejbir Singh Bhatia (Director)

Gursimran Singh (CFO)

iii) Entities over which key management personnel / their Relatives are able to exercise significant influence

a) Ajooni Biotech Pvt Ltd

b) Mr.Jasjot Singh

c) Related Party Transaction

Description	2019-20	2018-19
1. Transaction during the year		
With Healthy Bioscience Private Limited		
Purchases within the year		3,01,26,450.00
Sale made during the year		4,50,10,000.00
Collections Received		4,41,12,400.00
Repayment made against purchases		3,82,78,850.00
With Ajooni Biotech Ltd		
Purchases within the year	2,22,90,992.10	16,76,65,975.00
Sale made during the year	91,47,695.00	7,39,14,870.00
Repayment made against purchases	2,59,97,250.00	11,71,70,168.00
Collections Received	9,59,950.00	3,47,11,150.00
With Director-Mr. Jasjot Singh		
Expenses incurred by him on our behalf		
Repayment made		
2. Rent paid to Healthy Biosciences Private Limited	70,800.00	1,23,900.00
3. Allotment of Shares		
Total	5,84,66,687.10	55,11,13,763.00

6 The Balance in the parties account whether debit or credit are subject to confirmation, reconciliation and adjustment.

7. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)

8. Contingent Liabilities not provided for :

a. Bank Guarantees	Nil	Nil
b. Contingent Liabilities in respect of unassessed cases of Income Tax and Sales Tax.	Unascertained	Unascertained
c. Uncalled Liabilities as Shares partly paid	Nil	Nil
d. Claims not Acknowledged as debts	Nil	Nil
e. Letter of Credit(s)	Nil	Nil

31st March, 2020 **31st March, 2019**

9. CIF value of imports	Nil	Nil
10. Remittance in foreign Currency	Nil	Nil
11. Expenditure in Foreign Currency	Nil	Nil
12. Earning in Foreign Currency	Nil	Nil

13 In the opinion of Board of Directors, the Current Assets, Loan & advances shown in the Balance sheet have a value on realization in the ordinary course of business at least equal to the amount at which they are stated

14. <u>Auditors' Remuneration</u>	<u>31.03.2020</u>	<u>31.03.2019</u>
As Statutory Audit Fee	59,000.00	59,000.00
Total Rs.	59,000.00	59,000.00

15. **Deferred Taxation**
In conformity with IND AS 12 " Deferred tax Liability/ Asset is as follows :-

	Current Year
PARTICULARS	
Difference on Account of Depreciation	5,845.81
Total Timing Difference	5,845.81
Tax Rate	26.00
Deferred Tax Asset created on Timing Difference	1,519.61
Opening DTA/DTL	-42,490.00
current year loss	-6,81,169.59
DTA On above	1,77,103.79
	1,36,133.40
Total Deferred Tax Asset	

Deffered Tax Due to Depericiation :

	CURRENT YEAR	PREVIOUS YEAR
Timing Difference on Depreciation		-
Depreciation as per Books of Accounts	1,76,180.81	2,66,990.00
Depreciation as per Income Tax Act	1,70,335.00	2,14,476.00
Timing Difference (Less Allowance By Income Tax)	5,845.81	52,514.00

16. **Details of Shareholders**

Details of Shareholders have been attached as per Annexure "B".

17 Others

M/s Healthy biosciences is no longer subsidiary of M/s Prism Medico & Pharmacy limited as Sale of shares (8061999 Equity shares) occurred on 27th Jan 2020, although we provide consolidated balance sheet of mentioned companies till 27 th jan 2020 to provide a true and fair view of financial statements. Also there is no loss/profit on the transfer of shares.

18 Rounding of has been done to nearest 10

FOR AND ON BEHALF OF THE BOARD

**Sudhanshu Srivastav
DIRECTOR**

**Sehejbir Singh Bhatia
DIRECTOR**

**Gursimran Singh
CFO**

**Sameer Gupta
Company
Secretary**

**DATE: 29.06.2020
PLACE : MOHALI**

AUDITOR'S REPORT

As per our report of even date
**FOR HARJEET PARVESH & Co
CHARTERED ACCOUNTANTS**

**Harjeet Singh
FCA
M.No 095466**

PRISM MEDICO AND PHARMACY LTD

Note No. 1

PROPERTY, PLANT & EQUIPMENT FORMING PART OF BALANCE SHEET AS ON 31.03.2020 as per Companies Act, 2013

S.N.		GROSS BLOCK	ADDITION	SALE/ ADJUSTMENT	GROSS BLOCK	RATES	RESIDUAL VALUE	DEP. AS	DEP. DURING	TOTAL	W.D.V AS ON	W.D.V AS
		AS ON 01- 04-19	DURING YEAR		AS ON 31.03.2020			ON 1.04.19	YEAR		ON 31.03.2020	ON 31.03.19
1	Computers & Printers	4,41,153.00	-	-	4,41,153.00	63.16%	22,057.65	4,07,215.62	21,434.85	4,28,650.47	12,502.53	33,937.38
2	Furniture & Fixture	11,32,591.00	-	-	11,32,591.00	25.89%	56,629.55	6,95,191.99	1,13,242.60	8,08,434.59	3,24,156.41	4,37,399.01
3	Office Equipment	1,58,000.00	-	-	1,58,000.00	45.07%	7,900.00	1,22,551.50	15,976.64	1,38,528.14	19,471.86	35,448.50
4	Generator	4,50,000.00	-	-	4,50,000.00	7.22%	22,500.00	1,04,098.72	24,974.07	1,29,072.79	3,20,927.42	3,45,901.28
5	Printer	17,500.00	-	-	17,500.00	63.16%	875.00	16,625.00	552.65	17,177.65	322.35	875.00
	TOTAL	21,99,244.00	-	-	21,99,244.00		1,09,962.20	13,45,682.83	1,76,180.81	15,21,863.64	6,77,380.57	8,53,561.17
	<i>Previous Year</i>	21,99,244.00	-	-	21,99,244.00		1,09,962.20	10,78,692.83	2,66,990.00	13,45,682.83	8,53,561.17	11,20,551.17