

**PRISM MEDICO  
&  
PHARMACY  
LIMITED**

**ANNUAL REPORT  
2020-2021**

Name of the Company  
CIN

**PRISM MEDICO & PHARMACY LIMITED**  
L51109PB2002PLC047444

Board of Directors

Mr. Ramandeep Singh	- Additional Director (w.e.f. 20/08/21)
Mr. Sudhanshu Srivastav	- Director (till 29/06/21)
Mr. Sehejbir Singh Bhatia	- Director
Ms. Charu Pareek	- Independent Director (till 10/11/20)
Mr. Rishi Pal Panwar	- Independent Director
Mr. Jimit Jitendra Trivedi	- Independent.Director (till 20/08/21)

Audit Committee

Ms. Simmi Chabbra	- Chairperson
Mr. Rishi Pal Panwar	- Member
Mr. Sehejbir Singh Bhatia	- Member

Nomination and Remuneration  
COmmittee

Ms. Simmi Chabbra	- Chairperson
Mr. Rishi Pal Panwar	- Member
Mr. Sehejbir Singh Bhatia	- Member

Stakeholder Grievance Committee

Ms. Simmi Chabbra	- Chairperson
Mr. Rishi Pal Panwar	- Member
Mr. Sehejbir Singh Bhatia	- Member

Chief Financial Officer

Mr. Gursimran Singh

Company Secretary &  
Compliance Officer

Mr. Sameer Gupta

Statutory Auditor

M/s Harjeet Parvesh & Co., Practicing Chartered Accountant (FRN :  
017437N)

Secretarial Auditor

M/s M.R. CHECHI & ASSOCIATES., Practicing Company Secretary ,  
Chandigarh

Registered Office

D-118, Industrial Area, Phase – VII, Mohali, Punjab-160055

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

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# PRISM MEDICO AND PHARMACY LIMITED

Registered office: D-118, Industrial Area, Phase VII, Mohali, Punjab 160055 India

CIN: L51109PB2002PLC047444, E-mail: [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com), Website: <http://prismmedico.com/>

## **NOTICE CONVENING THE 19<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON MONDAY, 27<sup>TH</sup> DAY OF SEPTEMBER 2021, AT 12.00 NOON THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

- **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint a Director in place of Mr. Sehejbir Singh Bhatia (DIN: 07986072), 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.

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 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 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. **To Regularise the appointment of Mrs. Simmi Chhabra (DIN: 07870398), as an Independent Director of the company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 161(1), 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Simmi Chhabra (DIN: 07870398) who was appointed as an Additional Independent Director on 12.02.2021, be and is hereby appointed as an Independent Director and Non-Executive Director of the Company to hold office for a term upto five consecutive years upto 26<sup>th</sup> September, 2026 and she will not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board be and are 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. To regularise the appointment of Mr. Ramandeep Singh (DIN: 07896086) as a Director of the company and appoint him as a Whole Time Director of the company.**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of sections 161(1), 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder and as recommended by the Nomination & Remuneration Committee, the approval of the members of the Company be and is hereby accorded for the regularization of appointment of Mr. Ramandeep Singh as s Director of the company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 2(78),2(94), 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination & Remuneration Committee, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Ramandeep Singh (DIN: 07896086) as a Whole Time Director of the Company, for a period of three years with effect from 20<sup>th</sup>August 2021 upto 19<sup>th</sup>August, 2024, whose office is liable to retire by rotation, at a monthly remuneration of Rs. 25,000/- on the terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors and Nomination & Remuneration Committee to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Ramandeep Singh, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company 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, 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. 50 crore (Rupees Fifty 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: 20/08/2021**

**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 current extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/ 2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, 2020) Circular No. 20/2020 (dated May 5, 2020), and Circular No. 02/2021 (dated January 13, 2021) (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA) physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC and Members of the Company joining through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system
3. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the MCA the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.
4. In compliance with MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated January 15, 2021 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY21) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on August 20, 2021 and to all other persons so entitled. The Notice of AGM and the copies of audited financial statements, board's report, auditor's report etc. will also be displayed on the website ([www.prismmedico.com](http://www.prismmedico.com)) of the Company.
5. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more

shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis

6. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 19th AGM through VC/OAVM Facility and e-Voting during the 19th AGM.
7. Attendance of the Members participating in the 19th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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 19thAGM and facility for those Members participating in the 19thAGM to cast vote through e-Voting system during the 19th AGM.
9. 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 Tuesday, 21<sup>st</sup> September, 2021 to Monday, 27<sup>th</sup> September,2021 (both days inclusive).
10. 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.
11. 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.
12. 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.
13. 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.
14. 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 stock exchanges.
15. 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.
16. 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.
17. 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 there under.

18. 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.
19. The deemed venue for 19th-AGM shall be the Registered Office of the Company.
20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
21. 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.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. 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. Members holding shares in physical form are requested to submit their PAN details to the Company.
23. 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.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-Voting period begins on Thursday, September 23, 2021 at 09:00 A.M. and ends on Sunday, September 26, 2021 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2021 may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 20, 2021.**

How do I vote electronically using NSDL e-Voting system?

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.



Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or <b>e-Voting service provider-NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="695 1560 1159 1818" data-label="Image"> <p>The image shows a promotional banner for the NSDL Mobile App. At the top, it says 'NSDL Mobile App is available on'. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Underneath each logo is a QR code that users can scan to download the app.</p> </div>

Individual Shareholders holding securities in demat mode with CDSL	Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b> . Click on <b>NSDL</b> to cast your vote. If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> . Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget UserID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

**How to Log-in to 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 ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a VerificationCode 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for Shareholders other than Individual Shareholders 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, please follow steps mentioned below in process for those Shareholders whose email IDs are not registered.
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 demataccount with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and

your registered address etc.

- 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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Shareholders**

- I) 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](mailto:csnitinchandigarh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II) 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](http://www.evoting.nsdl.com) to reset the password.
- III) 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- IV) **Process for those Shareholders whose email ID are not registered with the depositories for procuring user id and password and registration of email IDs for e-Voting for the resolutions set out in this notice and for obtaining Notice and Annual Report:**
  - a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorgrievancewmc@gmail.com](mailto:investorgrievancewmc@gmail.com).

- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method fore-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
- c) Alternatively Shareholders/ Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**FOR HELP IN CONNECTION WITH VOTING BY ELECTRONIC MEANS OR FOR PARTICIPATING IN THE AGM THROUGH VC:**

Members can directly contact NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), Toll free no.: 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email ID: [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com).

**PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**

- a) As the AGM is being conducted through VC, Members are encouraged to express their views/ send their queries in advance mentioning their name, DP ID and Client ID/ Folio No., e-mail ID, mobile number at [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com) to enable smooth conduct of proceedings at the AGM. Questions/ Queries received by the Company on or before Thursday, September 23, 2021 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
- b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com) on or before Thursday, September 23, 2021. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the AGM.
- c) The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

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

- 1) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members 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) Share holders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- 6) Registration of Speaker related point needs to be added by company.
- 7) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM 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 Members/ shareholders, who will be 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 e-Voting system in the AGM.
- 3) Members 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.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

**Date: 20/08/2021  
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**

#### **To regularize the appointment of Mrs. Simmi Chhabra (DIN: 07870398), as an Independent Director of the company:**

The members are informed that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company had appointed Mrs. Simmi Chhabra as an Additional (Independent) Director, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 12<sup>th</sup> February, 2021. 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 Mrs. Simmi Chhabra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Mrs. Simmi Chhabra fulfills the conditions for her appointment as an Independent Director as specified in the Act. Therefore, it is proposed to appoint her as an Independent Directors at the ensuing annual general meeting for a period of 5 years, upto 26<sup>th</sup> September, 2026.

The above said Independent Director has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act.

Pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (LODR) Regulations 2015, a brief profile of Mrs. Simmi Chhabra and other requisite details are mentioned below:

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>INFORMATION</b>
1.	Type of event	Appointment of Mrs. Simmi Chhabra as an Independent Director.
2.	Date of Birth	07/12/1987 (33 years)
3.	Date of Appointment on the Board	12 <sup>th</sup> February, 2021.
4.	Nationality	Indian
5.	Category	Independent Non- Executive Director
6.	Qualification	Bachelors in Technology in Information Technology.
7.	Brief Profile/ Expertise	She has more than 10 years of experience in the field of administration and guides as an expert in field of organisation across strategy, marketing and administration.
8.	List of other listed companies in which Directorship is held as on 31.03.2021	Ajooni Biotech Limited.
9.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 31.03.2021.	Ajooni Biotech Limited
10.	Equity Shares held in the Company as on 31.03.2021	58,992 equity shares
11.	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**

### **To regularise the appointment of Mr. Ramandeep Singh (DIN: 07896086) as a Director of the company and appoint him as a Whole Time Director of the company.**

Mr. Ramandeep Singh is 34 years old and holds Bachelors of Arts. He has more than 9 years' experience in the field of organization across strategy, finance, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles.

The Board of Directors at its meeting held on 20<sup>th</sup> August 2021, after considering the recommendation of Nomination and Remuneration Committee in its meeting held on 20<sup>th</sup> August 2021, has approved and appointed, Mr. Ramandeep Singh as an Additional Director [Category – Whole Time Director] of the Company, liable to retire by rotation, to hold the office till the conclusion of the 19<sup>th</sup> Annual General Meeting of the Company. Further in accordance Sections 196, 197, 198 and 203 of the Companies Act 2013 read with Schedule V of the Companies Act 2013, approval of members is required for the appointment of Mr. Ramandeep Singh as Whole time Director.

The members were also briefed on the terms and conditions of the remuneration to be paid in case of inadequate profit or absence of profit in compliance with the managerial remuneration provisions as contained in Schedule V of the Companies Act, 2013 and SEBI (LODR) Regulations 2015 to protect minimum remuneration.

The Board recommends the resolution set forth in agenda No. 5 for the approval of the Members.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as **Annexure A** respectively to this Notice.

Additional information as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration payable by the company in the event of inadequate profits/ absence of profits for item No. 5 included in the Notice as **Annexure B** hereto:

#### ***Annexure A***

Details of the Director seeking appointment/ re-appointment as required under SEBI (LODR) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India:-

S.N O.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Ramandeep Singh as Whole Time Director of the Company
2.	Date of Birth	24/06/1987 (34 years)
3.	Date of Appointment on the Board	20 <sup>th</sup> August 2021
4.	Tenure of Appointment	3 years
5.	DIN	07896086
6.	Nationality	Indian
7.	Category	Executive Director
8.	Qualification	Bachelor's of Arts.



9.	Brief Profile/ Expertise	He has more than 9 year experience in the field of organisation across strategy, finance, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles.
10.	List of other listed companies in which Directorship is held as on 31.03.2021	Ajooni Biotech Limited
11.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 31.03.2021.	Ajooni Biotech Limited
12.	Equity Shares held in the Company as on 31.03.2021	Nil
13.	Disclosure of relationships between existing directors and new director	Not related to any director

### **Annexure B**

Statement of Information as required to be given pursuant to Part II of Schedule V of the Companies Act, 2013:

#### **I. GENERAL INFORMATION**

##### **1. Nature of industry:**

The Company is engaged the trading, buying , selling of cattle feed, fertilizers, nutrients related to organic feed, Bio organics, Bio pesticides, Bio Fertilizers, Seeds and Agricultural products.

##### **2. Date of commencement of commercial production:**

Company is in operations since past 15 years. In spite of economic depression, company is constantly making efforts for organizational and technical improvements.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

##### **4. Financial performance based on given indicators:**

Standalone Financial Results for the last three years

##### **Amount (in Lakhs)**

<b>Particulars</b>	<b>2020-21</b>	<b>2019-20</b>	<b>2018-19</b>
Profit (Loss) after Tax	(13.00)	(5.02)	36.94
Net Worth (including balance in Profit and Loss Account)	1292.59	1305.59	1315.08
Earnings Per Share	(0.21)	(0.08)	0.61
Turnover	1676.35	2689.01	3652.49

##### **5. Foreign investments or collaboration, if any:**

There is no direct/ indirect foreign investment in the Company and is no foreign collaboration in the Company. As on 31st March, 2021, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is Nil.

## **II. INFORMATION AND BRIEF PROFILE OF THE APPOINTEE - MR. RAMANDEEP SINGH:**

### **1. Background Details:**

Mr. Ramandeep Singh has done his Bachelors in Arts from Punjab University, Chandigarh and more than 9 year experience in the field of organization across strategy, finance, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles.

### **2. Past remuneration:**

Mr. Ramandeep Singh did not have any direct or indirect interest or related to the Directors or promoters of the company or its holding company or any of its subsidiaries at any time during the last two years. As recommended by Nomination and Remuneration Committee and the Board of Directors at its meeting held on 20th August 2021, appointed him as a Whole Time Director subject to ratification by the members at the ensuing Annual General meeting.

Remuneration paid to Mr. Ramandeep Singh of the Company for the last two financial years 2019-2020 and 2020-21 are as follows:

#### **Amount (in lakhs)**

<b>Name of the Director</b>	<b>2019-2020 (Rs.)</b>	<b>2020-21 (Rs.)</b>
Mr. Ramandeep Singh	Nil	Nil

### **3. Recognition or Awards**

Mr. Ramandeep Singh has achieved Commercial Pilot license in the year 2009. Further, he has been recognized as a young leader by the Punjab State of India in the year 2017-18 for providing free education to the needy students as a noble cause to the economy. In addition to it, Deputy Commissioner of Mohali awarded him as one of the best charity donors to human life in the year 2020 in the wake of the COVID-19 by supplying all types of services for relief and recovery.

### **4. Job profile and Suitability of Mr. Ramandeep Singh**

He holds wide experience in the field of organisation across strategy, finance, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles and to the best of his skill and ability, endeavor to promote the interests and welfare of the Company and to conform to and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company.

### **5. Remuneration proposed**

Details of remuneration proposed for appointment of Mr. Ramandeep Singh is as below:

<b>Salary</b>	An amount not exceeding Rs.25,000/- (Rupees Twenty Five Thousand only) per month inclusive of perquisites as detailed below
<b>Perquisites:</b>	a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc. b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation. c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company. d. Leave and encashment of leave - as per the policy of the Company. e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the

	<p>Company</p> <p>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</p>
<b>Other Terms and Conditions</b>	<ul style="list-style-type: none"> <li>• In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.</li> <li>• No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</li> </ul>

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The current remuneration being paid by the Company (looking at the profile of the position and person) is commensurate with their standing, efforts, scale and size and scale of operations of the Company. Also, the payments being made are in line with the payments being made by other Companies of similar size as also in line with the payments being made by the other reputed Companies in the Industry.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Ramandeep Singh does not have any other pecuniary relationship with the Company or with any managerial personnel. He does not hold Equity shares as on 20/08/2021 in the company and draws remuneration as mentioned above.

**III. OTHER INFORMATION**

**1. Reasons of loss or inadequate profits:**

The Company had in-adequate profits as on 31st March, 2021. Also, company has within the applicable limits prescribed under the Companies Act, 2013 as also under SEBI (LODR) Regulations, 2015 as applicable. Covid-19 pandemic has spread across the Globe and in India and has created massive negative disruptions in the business operations of one and all. The Company's business operations too have been severely affected and has rendered this fiscal a difficult one on the business performance front. consequent to global slowdown due to COVID-19 pandemic, there is a global hit in the market for the FY 2020-21 and the Company expects that the financial results for FY 2020-21 would be adversely impacted. At this juncture, on a conservative note we are unable to quantify the expected quantum of losses.

**2. Steps taken or proposed to be taken for improvement:**

The business of the Company is consistently making efforts for growth of the business since inception and this disturbance in performance is owing to the unforeseen COVID-19 pandemic. This is expected to be a one-off occurrence and the management is confident on continuing the business growth in the years to come. We are focusing on ensuring the availability to provide products and services of high and consistent quality products and ensuring value of money to our customers.

### 3. Expected increase in productivity and profits in measurable terms:

Going ahead, we believe that we need to live through with the Corona virus and find ways and means to overcome the challenges it presents. Historically, man has overcome every such pandemic and the adverse economic effects of these are at best temporary. Our Company is trying to overcome this temporary setback. We expect the business volumes to start picking up going ahead.

## IV. DISCLOSURES

The disclosures as required on all elements of remuneration package such as salary, perquisites etc. have been made above. Specific disclosures mandated under Schedule V are as under:

### **(I) ALL ELEMENTS OF REMUNERATION PACKAGE SUCH AS SALARY, BENEFITS, BONUSES, STOCK OPTIONS, PENSION, ETC., OF ALL THE DIRECTORS;**

#### **Remuneration to Executive Directors**

The appointment and remuneration of Executive Directors including WTD is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreements entered into between them and the Company, as approved by the shareholders at the general meeting.

Any annual pay, variable pay or incentives, if any, payable to Executive Directors is approved by the Board based on recommendation from Nomination and Remuneration Committee.

#### **Remuneration to Directors for the F.Y. 2020-21**

**(Rs. in Lakhs)**

S. No.	Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
1.	Mr. Sehejbir Singh	-	-	-	-
2.	Mr. SudhanshuSrivastav	-	-	-	-

### **(II) DETAILS OF FIXED COMPONENT AND PERFORMANCE LINKED INCENTIVES ALONG WITH THE PERFORMANCE CRITERIA;**

Mr. Ramandeep Singh, Whole Time Director of the Company is eligible for fixed remuneration only as per the terms and conditions mutually agreed between him and Board of Directors.

### **(III) SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES:**

As at March 31, 2021, the Board comprised of five directors including two executive directors and three non-executive and independent directors. The Company has entered into agreement with Mr. Ramandeep Singh to stipulate a one month notice period to vacate their respective office held. There is no provision for payment of severance fees. The other Non- Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

### **(IV) STOCK OPTION DETAILS, IF ANY, AND WHETHER THE SAME HAS BEEN ISSUED AT A DISCOUNT AS WELL AS THE PERIOD OVER WHICH ACCRUED AND OVER WHICH EXERCISABLE.**

During the year, no stock options were granted to any executive / non-executive director of the Company. Also, the Company did not advance any loan to any of its Directors during the year.

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 **Special Resolution** set out at Item No. 5 of the Notice for approval by the members.

**ITEM 6.****To consider and approve 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.50 Crore during financial year 2021-22 in aggregate which will be carried out at Arm's Length price and in the ordinary course of business transaction.

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 2020-21, 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. 22,56,900/-. The Company is also proposed to enter into certain business transactions with the same during Financial Year 2021-22. 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 2021-22. Related Party disclosures are required under the Accounting standard (INDAS-24) on "Related Party Disclosures" are given below:-

<b>S. No</b>	<b>Name of the Related Party</b>	<b>Name of Director / KMP who is related and nature of Relationship</b>	<b>Nature of Transactions</b>
01	Ajooni 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 and Director of the Promoter Company, Ajooni Biotech Limited.	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  
For Prism Medico & Pharmacy Limited**

**Date: 20/08/2021**

**Place: Mohali**

**Sameer Gupta  
Company Secretary /Compliance Officer  
ACS: 59256**

# PRISM MEDICO AND PHARMACY LIMITED

Registered office: D-118, Industrial Area, Phase VII, Mohali, Punjab 160055 India

CIN: L51109PB2002PLC047444, E-mail: [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com), Website: <http://prismmedico.com/>

## **DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2020-21**

To  
The Members  
PRISM MEDICO AND PHARMACY LIMITED

Your Directors have pleasure in presenting their 19<sup>th</sup> Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2021.

### **1. FINANCIAL HIGHLIGHTS:**

The Standalone Financial results are briefly indicated below:

Particulars	2020-21	2019-20
Revenue from Operations	16,76,35,782	26,89,01,792
Other Income	0	0
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	(16,25,641)	(5,02,496)
Less: Depreciation/ Amortisation/ Impairment	1,23,971	1,76,180
Profit /loss before Finance Costs, Exceptional items and Tax Expense	(17,49,612)	(6,78,676)
Less: Finance Costs	2,465	2,494
Profit /loss before Exceptional items and Tax Expense	(17,52,077)	(6,81,170)
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	(17,52,077)	(6,81,170)
Less: Tax Expense		
Current Tax	0	0
Deferred Tax	4,51,994	1,78,623
MAT Credit Entitlement	0	0
Profit /loss for the year	(13,00,082)	(5,02,546)
Balance B/F from the previous year	6,99,25,245.81	7,08,74,402.00
Balance Profit / (Loss) C/F to the next year	-13,00,082.00	-5,02,547.40

### **2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

Your Company has prepared the Financial Statements for the financial year ended March 31, 2021 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. 13,00,082/- 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 2020-21.

#### **4. TRANSFER TO RESERVES**

The company has transferred Rs.13,00,082/- being the loss for the current financial year to Reserves & Surplus.

#### **5. DIVIDEND**

The directors 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, 2021 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 2020-21.

#### **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, 2021 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 Ind AS.

#### **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, 2021, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed there under 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](http://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 BOARD MEETINGS:

The Board has met 5 (Five) times during the financial year, the details of which are as under: **08th June 2020, 29th June 2020, 13<sup>th</sup> August 2020, 10<sup>th</sup> November, 2020 and 12th February 2021.**

Details of Attendance of Directors:

S.No.	Name of the Director	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Sudhanshu Srivastav	5	5
2.	Mr. Jimit Jitendra Trivedi	5	5
3.	Ms. Simmi Chhabra	0	0
4.	Ms. Charu Pareek	3	3
5.	Mr. Sehejbir Singh Bhatia	5	3
6.	Mr. Rishi Pal Panwar	5	5

Details of number of meeting attended by Directors:

S.No.	Date of Meeting	Number of Directors entitled to attend	Number of Directors attended
1.	08.06.2020	5	4
2.	29.06.2020	5	4
3.	13.08.2020	5	5
4.	10.11.2020	4	4
5.	12.02.2021	4	4

## 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:-

- **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 there under 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 4 (Four) times during the F.Y.2020-21:**

S.No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	29.06.2020	3	3
2	13.08.2020	3	3
3	10.11.2020	3	3
4	12.02.2021	3	3



**Details of Composition and Attendance of Members of the Audit Committee as on 31.03.2021 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	Member & Executive Director	4	4
2.	Ms. Charu Pareek (upto 10/11/2020)	Member & Independent Non- Executive Director	3	3
3.	Mr. Rishi Pal Panwar	Member & Independent Non- Executive Director	4	4
4.	Mr. Jimit Jintendra Trivedi (w.e.f. 10/11/2020)	Member & Independent Non- Executive Director	1	1

Mr. Jimit Jintendra Trivedi was appointed as the member of Audit Committee on 10<sup>th</sup> November 2020 due to resignation of Ms. Charu Pareek as the member of the Audit Committee on 10<sup>th</sup> November 2020.

• **Nomination & Remuneration Committee**

**The committee met 3 (Three) times during the F.Y.2020-21:**

S.No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	08.06.2020	3	3
2	10.11.2020	3	3
3	12.02.2021	3	3

**Details of Composition and Attendance of Members of the Nomination & Remuneration Committee as on 31.03.2021 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	Member & Executive Director	3	3
2.	Ms. Charu Pareek (upto 10/11/2020)	Member & Independent Non- Executive Director	2	2

3.	Mr. Rishi Pal Panwar	Member & Independent Non- Executive Director	3	3
4.	Mr. Jimit Jintendra Trivedi (w.e.f. 10/11/2020)	Member & Independent Non- Executive Director	1	1

Mr. Jimit Jintendra Trivedi was appointed as the member of Nomination & Remuneration Committee on 10th November 2020 due to resignation of Ms. Charu Pareek as the member of the Nomination & Remuneration Committee on 10th November 2020.

- **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 2 (Two) times during the F.Y.2020-21:**

S.No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	07.09.2020	3	3
2	07.01.2021	3	3

**Details of Composition and Attendance of Members of the Stakeholder Grievance Committee as on 31.03.2021 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	Member & Executive Director	2	2
2.	Ms. CharuPareek (upto 10/11/2020)	Member & Independent Non- Executive Director	1	1
3.	Mr. Rishi Pal Panwar	Member & Independent Non- Executive Director	2	2
4.	Mr. Jimit Jintendra Trivedi (w.e.f. 10/11/2020)	Member & Independent Non- Executive Director	1	1

Mr. Jimit Jintendra Trivedi was appointed as the member of Stakeholder Grievance Committee on 10th November 2020 due to resignation of Ms. Charu Pareek as the member of the Stakeholder Grievance Committee on 10th November 2020.

#### **14. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

- **RE-APPOINTMENT OF DIRECTOR:**

Mr. Sehejbir Singh Bhatia, who retires by rotation being eligible offers himself for re- appointment at the ensuing Annual General meeting.

- **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 Regulation 25 of the SEBI (LODR) Regulations 2015 with the Stock Exchanges. The Independent Directors have met once during the financial year 2020-21 on 12<sup>th</sup> February 2021 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.

- **APPOINTMENT OF DIRECTOR:**

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

- i. Mr. Sudhanshu Srivastav was appointed as Additional Director on 14/10/2019 and regularized at the 18<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September 2020.
- ii. Mr. Jimit Jitendra Trivedi was appointed as Additional Director on 14/10/2019 and regularized at the 18<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> September 2020.
- iii. Mrs. Simmi Chhabra was appointed as an Additional Woman Director of the company with effect from 12<sup>th</sup> February 2021.

- **CESSATION OF DIRECTOR:**

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

- i. Ms. Charu Pareek resigned with effect from 10/11/2020.

- **KEY MANAGERIAL PERSONNEL:**

During the year under review, Mr. Sameer Gupta (ACS- 59256) was appointed as Company Secretary on 08<sup>th</sup> June 2020. Therefore, as on 31st March, 2021 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:

- ii. Mr. Gursimran Singh - Chief Financial Officer.
- iii. Mr. Sameer Gupta - Company Secretary

#### **15. SUBSIDIARIES/ ASSOCIATES/ JOINT VENTURES**

During the year under review, the Company has no Joint ventures, Subsidiaries and Associate Companies as per the provisions of Companies Act, during the financial year ended on 31st March, 2021.

#### **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:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2021 the applicable Indian accounting standards had been followed along with proper explanation relating to material departures.
- (ii) 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.
- (iii) 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,
- (iv) The Directors had prepared the accounts for the financial year ended 31st March, 2020 on a going concern basis.
- (v) 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.
- (vi) 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 B** and the same is available on the website of the Company at [www.prismmedico.com](http://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 C**.

**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 D**

**20. 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. **Annexure - E**.

**21. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Act and the rules made there under, the Company had appointed M/s. M.R. Chechi & Associates, Company Secretaries, Chandigarh, to undertake the Secretarial Audit of the Company for the year ended March 31, 2021. The Secretarial Audit Report (MR 3) issued in this regard is annexed as **Annexure - F**. The Secretarial Audit Report for the Financial Year ended March 31, 2021, do not contain any qualification or reservation or adverse marks.

**22. 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 15<sup>th</sup> AGM held in the year 2017 until conclusion of the 20<sup>th</sup> AGM 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.

### **23. CASH FLOW ANALYSIS**

In conformity with the provisions of Clause 34(2) of SEBI (LODR) Regulations, 2015, the Cash Flow Statement for the year ended on 31st March, 2021 forms an integral part of the Financial Statements.

### **24. 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.

### **25. 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.

### **26. 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.

#### **Details of Loans**

Sl. No.	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd.)	Rate of Interest	Security
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

#### **Details of Investments**

Sl. No.	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd.)	Expected rate of return
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

#### **Details of Guarantee / Security Provided**

Sl. No	Date of providing security/ guarantee	Details of recipient	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd.)	Expected rate of return
<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>	<i>NIL</i>

#### **27. WHISTLE BLOWER POLICY AND VIGILMECHANISM:**

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://www.prismmedico.com/http://prismmedico.com/policy-whit.pdf)(<http://prismmedico.com/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.

#### **28. 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.

#### **29. STOCK EXCHANGES:**

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

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

**Metropolitan Stock Exchange of India (MSEI Ltd.)**

#### **30. LISTING FEES:**

The Annual Listing Fee for the financial year 2020-21 had been paid to those Stock Exchanges where the Company's shares are listed.

#### **31. CORPORATE GOVERNANCE**

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

#### **32. NOMINATION AND REMUNERATION POLICY**

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](http://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 there under 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 31.03.2021.

**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. VOLUNTARY REVISION OF FINANCIAL STATEMENTS OR BOARD'S REPORT**

There is no voluntary revision of Financial Statements or Board's Report in last 3 preceding financial years.

**42. 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: 20/08/2021

Ramandeep Singh  
Director  
DIN - 07896086

Simmi Chhabra  
Director  
DIN- 07870398



**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 or arrangements or transactions including the value, if any	Date(s) of approval by the board	Amount paid as advances if any
1.	Ajoooni Biotech Ltd	Business transactions	Transactions in normal course of business.	Sales: Rs. 9,13,050/-.	08.06.2020	N.A.
2.	Healthy Biosciences Private Limited	Business transaction	Transactions in normal course of business.	Rent Paid: Rs. 70,800/-	08.06.2020	N.A.

**FORM MGT-9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2021**

[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
NIL				

**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 (01/04/2020)	No. of Shares held at the end of the year (31/03/2021)	% Change during The year

	Demat	Physi cal	Total	% of Total Share s	Demat	Physic al	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	1257019	0	1257019	20.73	1257019	0	1257019	20.73	0.00
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp	1048134	0	1048134	17.29	1048134	0	1048134	17.29	0.00
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	2305153	0	2305153	38.02	2305153	0	2305153	38.02	0.00
<b>2) Foreign</b>									
g) NRIs- Individuals									
h) Other- Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									

h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
<b>2. Non Institutions</b>									

BodiesCorp. Indian Overseas	167354	0	167354	2.76	235208	0	235208	3.88	1.12
Individuals Individual shareholders holding nominal sharecapital UptoRs. 1 lakh	753982	15	753997	12.44	890931	15	890946	14.69	2.66
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2614929	0	2614929	43.13	2419584	0	2419584	39.90	-3.22
c) Others(Specify) (Bodies Corporate, LLP, HUF, Foreign Individuals or NRI and Clearing Members)	221995	0	221995	3.66	212537	0	212537	3.51	-0.15
<b>Sub-total(B)(2)</b>	3758260	15	3758275	61.98	3758260	15	3758275	61.98	0
d) Total Public Shareholding (B)=(B)(1)+ (B)(2)	3758260	15	3758275	61.98	3758260	15	3758275	61.98	0
e) C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>f) Grand Total (A+B+C)</b>	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 / encumber ed	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	JASJOT SINGH	914861	15.09	0.00	914861	15.09	0.00	0.00

2.	AJOONI BIOTECH LIMITED	927397	15.29	0.00	927397	15.29	0.00	0.00
3.	PARMJEET KAUR	296009	4.88	0.00	296009	4.88	0.00	0.00
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	914861	15.09	31-07-2020	Sell	-30852	-0.51	884009	14.58
				07-08-2020	Buy	30852	0.51	914861	15.09
				31-03-2021	At the end of the year			914861	15.09
2.	AJOONI BIOTECH LIMITED	9237397	15.29	31-03-2021	At the end of the year	NIL	N.A.	927397	15.29
3.	PARMJEET KAUR	296009	4.88	31-03-2021	At the end of the year	NIL	N.A.	296009	4.88
4.	PUNJAB BIOTECHNOLOGY PARK LIMITED	120737	1.99	31-03-2021	At the end of the year	Nil	N.A.	120737	1.99
5.	GURSIMR	42574	0.70	31-07-2020	Sell	-24994	-0.41	17580	0.29

	AN SINGH								
				07-08-2020	Sell	-10781	0.18	6799	0.11
				03-09-2020	Buy	35775	0.59	42574	0.70
					At the end of the year	42574			
				31-03-2021				42574	0.70
6	CHARANJI T 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
		31/03/2020		31/03/2021		
		No of Shares	% of Total Shares of the Company	No. of Shares	% change in share holding during the year	
1	TANAY KAMAL SEETHA	289261	4.77			
	03-04-2020	10	0.00	289271	4.77	Buy
	08-05-2020	-3728	-0.06	285543	4.71	Sell
	15-05-2020	-53728	-0.89	231815	3.82	Sell
	22-05-2020	-3728	-0.06	228087	3.76	Sell
	29-05-2020	-3728	-0.06	224359	3.70	Sell
	05-06-2020	-13100	-0.22	211259	3.48	Sell
	12-06-2020	-73908	-1.22	137351	2.27	Sell
	19-06-2020	-36558	-0.60	100793	1.66	Sell
	26-06-2020	-3700	-0.06	97093	1.60	Sell
	30-06-2020	1500	0.02	98593	1.63	Buy
	03-07-2020	-3700	-0.06	94893	1.57	Sell
	10-07-2020	3259	0.05	98152	1.62	Buy
	17-07-2020	4750	0.08	102902	1.70	Buy
	24-07-2020	-4838	-0.08	98064	1.62	Sell
	31-07-2020	3860	0.06	101924	1.68	Buy
	07-08-2020	-7482	-0.12	94442	1.56	Sell
	14-08-2020	-2275	-0.04	92167	1.52	Sell
	21-08-2020	-91519	-1.51	648	0.01	Sell
	28-08-2020	29402	0.48	30050	0.50	Buy
	03-09-2020	4611	0.08	34661	0.57	Buy
	11-09-2020	8913	0.15	43574	0.72	Buy
	18-09-2020	2638	0.04	46212	0.76	Buy
	25-09-2020	-1086	-0.02	45126	0.74	Sell

	30-09-2020	-3475	-0.06	41651	0.69	Sell
	02-10-2020	-3000	-0.05	38651	0.64	Sell
	09-10-2020	100	0.00	38751	0.64	Buy
	16-10-2020	600	0.01	39351	0.65	Buy
	30-10-2020	1	0.00	39352	0.65	Buy
	06-11-2020	1230	0.02	40582	0.67	Buy
	13-11-2020	5517	0.09	46099	0.76	Buy
	20-11-2020	-4500	-0.07	41599	0.69	Sell
	27-11-2020	4228	0.07	45827	0.76	Buy
	04-12-2020	4115	0.07	49942	0.82	Buy
	11-12-2020	-6040	-0.10	43902	0.72	Sell
	18-12-2020	-2463	-0.04	41439	0.68	Sell
	31-12-2020	-3000	-0.05	38439	0.63	Sell
	01-01-2021	-1000	-0.02	37439	0.62	Sell
	15-01-2021	293	0.00	37732	0.62	Buy
	22-01-2021	-205	-0.00	37527	0.62	Sell
	29-01-2021	3815	0.06	41342	0.68	Buy
	05-02-2021	7814	0.13	49156	0.81	Buy
	12-02-2021	6275	0.10	55431	0.91	Buy
	19-02-2021	12526	0.21	67957	1.12	Buy
	26-02-2021	-67957	-1.12	0	0.00	Sell
	05-03-2021	12111	0.20	12111	0.20	Buy
	12-03-2021	-11666	-0.19	445	0.01	Sell
	26-03-2021	-445	-0.01	0	0.00	Sell
	31-03-2021			0	0.00	
2	GURCHARAN LAL MAKKAD	250000	4.12			
	31-03-2021			250000	4.12	
3	PRIYA GOEL .	150614	2.48			
	26-02-2021	-150614	-2.48	0	0.00	Sell
	31-03-2021			0	0.00	
4	MANISH NITIN THAKUR .	128740	2.12			
	03-04-2020	585	0.01	129325	2.13	Buy
	10-04-2020	-2248	-0.04	127077	2.10	Sell
	17-04-2020	-24914	-0.41	102163	1.68	Sell
	24-04-2020	2954	0.05	105117	1.73	Buy
	01-05-2020	-3629	-0.06	101488	1.67	Sell
	08-05-2020	-6602	-0.11	94886	1.56	Sell
	15-05-2020	43408	0.72	138294	2.28	Buy
	22-05-2020	-3482	-0.06	134812	2.22	Sell
	29-05-2020	-2172	-0.04	132640	2.19	Sell
	05-06-2020	-37373	-0.62	95267	1.57	Sell
	12-06-2020	-491	-0.01	94776	1.56	Sell
	19-06-2020	29318	0.48	124094	2.05	Buy
	26-06-2020	-15173	-0.25	108921	1.80	Sell
	30-06-2020	-816	-0.01	108105	1.78	Sell
	03-07-2020	-1011	-0.02	107094	1.77	Sell
	10-07-2020	2334	0.04	109428	1.80	Buy
	17-07-2020	-5108	-0.08	104320	1.72	Sell
	24-07-2020	53559	0.88	157879	2.60	Buy

	31-07-2020	-16723	-0.28	141156	2.33	Sell
	07-08-2020	-21179	-0.35	119977	1.98	Sell
	14-08-2020	-23109	-0.38	96868	1.60	Sell
	21-08-2020	78	0.00	96946	1.60	Buy
	28-08-2020	45744	0.75	142690	2.35	Buy
	03-09-2020	-46758	-0.77	95932	1.58	Sell
	04-09-2020	-1156	-0.02	94776	1.56	Sell
	11-09-2020	137	0.00	94913	1.57	Buy
	18-09-2020	260	0.00	95173	1.57	Buy
	25-09-2020	-307	-0.01	94866	1.56	Sell
	30-09-2020	7	0.00	94873	1.56	Buy
	02-10-2020	1	0.00	94874	1.56	Buy
	09-10-2020	73	0.00	94947	1.57	Buy
	16-10-2020	-16	-0.00	94931	1.57	Sell
	23-10-2020	62	0.00	94993	1.57	Buy
	30-10-2020	-217	-0.00	94776	1.56	Sell
	06-11-2020	6	0.00	94782	1.56	Buy
	13-11-2020	7	0.00	94789	1.56	Buy
	20-11-2020	153	0.00	94942	1.57	Buy
	27-11-2020	-155	-0.00	94787	1.56	Sell
	04-12-2020	-10	-0.00	94777	1.56	Sell
	11-12-2020	4	0.00	94781	1.56	Buy
	18-12-2020	130	0.00	94911	1.57	Buy
	25-12-2020	-28	-0.00	94883	1.56	Sell
	31-12-2020	-103	-0.00	94780	1.56	Sell
	01-01-2021	1	0.00	94781	1.56	Buy
	08-01-2021	-5	-0.00	94776	1.56	Sell
	29-01-2021	4	0.00	94780	1.56	Buy
	05-02-2021	97	0.00	94877	1.56	Buy
	12-02-2021	-90	-0.00	94787	1.56	Sell
	19-02-2021	2	0.00	94789	1.56	Buy
	26-02-2021	-94683	-1.56	106	0.00	Sell
	05-03-2021	42	0.00	148	0.00	Buy
	12-03-2021	-148	-0.00	0	0.00	Sell
	31-03-2021			0	0.00	
5	MEETU MAKKAD .	110000	1.81			
	12-03-2021	-61742	-1.02	48258	0.80	Sell
	31-03-2021			48258	0.80	
6	SURESH . SARAF	107994	1.78			
	10-04-2020	1	0.00	107995	1.78	Buy
	26-06-2020	-1000	-0.02	106995	1.76	Sell
	30-09-2020	-2000	-0.03	104995	1.73	Sell
	02-10-2020	-1000	-0.02	103995	1.72	Sell
	09-10-2020	-1000	-0.02	102995	1.70	Sell
	16-10-2020	-960	-0.02	102035	1.68	Sell
	23-10-2020	-490	-0.01	101545	1.67	Sell
	30-10-2020	-500	-0.01	101045	1.67	Sell
	06-11-2020	-3020	-0.05	98025	1.62	Sell
	13-11-2020	-6340	-0.10	91685	1.51	Sell



	20-11-2020	-2691	-0.04	88994	1.47	Sell
	29-01-2021	-400	-0.01	88594	1.46	Sell
	05-02-2021	-4000	-0.07	84594	1.40	Sell
	05-03-2021	110115	1.82	194709	3.21	Buy
	31-03-2021			194709	3.21	
7	P MUKESH KUMAR	106954	1.76			
	31-03-2021			106954	1.76	
8	NISHA SANGHAL	96100	1.58			
	12-03-2021	-96100	-1.58	0	0.00	Sell
	31-03-2021			0	0.00	
9	PRAKASH CHAND CHAGANLAL	70000	1.15			
	31-03-2021			70000	1.15	
10	SEEMA D KUMAR	60300	0.99			
	31-03-2021			60300	0.99	
11	SWEETY SARRAF	50000	0.82			
	05-03-2021	61313	1.01	111313	1.84	Buy
	31-03-2021			111313	1.84	
12	MEGHANA M JAIN	26000	0.43			
	20-11-2020	51300	0.85	77300	1.27	Buy
	31-03-2021			77300	1.27	
13	ADITYA SOLANKI	0	0.00			
	31-07-2020	37550	0.62	37550	0.62	Buy
	07-08-2020	28500	0.47	66050	1.09	Buy
	14-08-2020	500	0.01	66550	1.10	Buy
	03-09-2020	59643	0.98	126193	2.08	Buy
	04-09-2020	60000	0.99	186193	3.07	Buy
	11-09-2020	-42810	-0.71	143383	2.36	Sell
	18-09-2020	7108	0.12	150491	2.48	Buy
	25-09-2020	-29471	-0.49	121020	2.00	Sell
	30-09-2020	24251	0.40	145271	2.40	Buy
	02-10-2020	41529	0.68	186800	3.08	Buy
	09-10-2020	48108	0.79	234908	3.87	Buy
	16-10-2020	-8415	-0.14	226493	3.74	Sell
	23-10-2020	8943	0.15	235436	3.88	Buy
	30-10-2020	-12503	-0.21	222933	3.68	Sell
	06-11-2020	-56031	-0.92	166902	2.75	Sell
	13-11-2020	8754	0.14	175656	2.90	Buy
	20-11-2020	50254	0.83	225910	3.73	Buy
	27-11-2020	9294	0.15	235204	3.88	Buy
	04-12-2020	-30908	-0.51	204296	3.37	Sell
	11-12-2020	-23065	-0.38	181231	2.99	Sell
	18-12-2020	-2807	-0.05	178424	2.94	Sell
	25-12-2020	2462	0.04	180886	2.98	Buy
	31-12-2020	-850	-0.01	180036	2.97	Sell
	01-01-2021	42	0.00	180078	2.97	Buy
	08-01-2021	647	0.01	180725	2.98	Buy

	15-01-2021	-5817	-0.10	174908	2.88	Sell
	22-01-2021	-1	-0.00	174907	2.88	Sell
	29-01-2021	405	0.01	175312	2.89	Buy
	12-02-2021	-405	-0.01	174907	2.88	Sell
	19-02-2021	350	0.01	175257	2.89	Buy
	26-02-2021	18030	0.30	193287	3.19	Buy
	05-03-2021	-13600	-0.22	179687	2.96	Sell
	12-03-2021	-3463	-0.06	176224	2.91	Sell
	31-03-2021			176224	2.91	
14	MEENU SANGHAL	0	0.00			
	12-03-2021	96100	1.58	96100	1.58	Buy
	31-03-2021			96100	1.58	
15	MONABEN ANAND PATEL	0	0.00			
	26-02-2021	75700	1.25	75700	1.25	Buy
	31-03-2021			75700	1.25	
16	ACME INVESTMENT ADVISORS PRIVATE LIMITED	0	0.00			
	26-03-2021	74308	1.23	74308	1.23	Buy
	31-03-2021			74308	1.23	

(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
2.	GURSIMRAN SINGH (Chief Financial Officer)	42574	0.70	31-07-2020	Sell	-24994	-0.41	17580	0.70
				07-08-2020	Sell	-10781	-0.18	6799	0.11
				03-09-2020	Buy	35775	0.59	42574	0.70
				31-03-2021	At the end of the year			42574	0.70

## 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 - NIL

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross salary		
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961		
	(b)Value of perquisites u/s17(2)Income-tax Act,1961		
	(c)Profits in lieu of salary under section 17(3) Income taxAct,1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission as % of profit others ,specify...		
5.	Others, please specify (Sitting Fees)		
	<b>Total(A)</b>		

### b. REMUNERATION TO OTHER DIRECTORS:

Particulars of Remuneration	Mr. Rishipal Panwar	Ms. Charu Pareek (upto 10/11/2020)	Ms. Simmi Chhabra (w.e.f.12/02/2021)	Mr. Jimit Jitendra Trivedi	Total (Rs.)
<u>Independent Directors</u>					
Fee for attending board/ committee meetings	Nil	Nil	Nil	Nil	Nil
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
<b>Total (B)</b>	Nil	Nil	Nil	Nil	Nil
Ceiling as per the Act	(1% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)				
<b>Total Managerial Remuneration [Total (A) + Total (B)]</b>					

Particulars of Remuneration	Name of the Directors				Total (Rs.)
<u>Other Non-executive Directors</u>	-	-	-	-	-
Fee for attending board/ committee meetings	-	-	-	-	-
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
<b>Total (B)</b>	-	-	-	-	-
<b>Total Managerial Remuneration [Total (A) + Total (B)]</b>					

Particulars of Remuneration	Mr. Sudhanshu Srivastav	Mr. Sehejbir Singh Bhatia	Total (Rs.)
<u>Other executive Directors</u>	-	-	-
Fee for attending board/ committee meetings (salary)	-	-	-
Commission	-	-	-
Others, please specify	-	-	-
<b>Total (B)</b>	-	-	-
<b>Total Managerial Remuneration [Total (A) + Total (B)]</b>			

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

Sl.no.	Particulars of Remuneration	KEY MANAGERIAL PERSONAL		
		Mr. Sameer Gupta (CS) (w.e.f. 08/06/2020)	Mr. Gursimran Singh (CFO)	Total (Rs.)
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,40,000	0.00	1,40,000
	(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 Tax Act, 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 % of profit others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	<b>Total</b>	1,40,000	<b>0.00</b>	1,40,000

**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: 20/08/2021

Ramandeep Singh  
Director  
DIN - 07896086

Simmi Chhabra  
Director  
DIN- 07870398

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31<sup>st</sup> March 2021.

### **INDUSTRY STRUCTURE, DEVELOPMENT:**

The industry is showing some improvement & your Directors are expecting better industrial development in the coming years.

### **SEGMENT-WISE PERFORMANCE:**

The Company trades in a single business segment. The company has passed through a very unusual phase, any worthwhile comparison of performance between two periods would be inconclusive. There is, yet, considerable scope for improvement.

### **OPPORTUNITIES AND THREATS:**

The company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years. The threats to the segment in which the company operates are pricing pressure arising due to competition from low cost suppliers, technology up gradation, severe competition and newly emerging competitive nations and stricter environment laws.

### **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:**

Your company is working essentially in global market place. However since the company is into trading activity It is attributed to all the risk and concerns attached with the trading industries as a whole.

### **INFORMATION TECHNOLOGY**

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

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.

## **HUMAN RESOURCES AND 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.

## **COVID-19 UPDATE**

The year 2020 proved to be a tumultuous one for the global economy in the wake of the COVID-19 pandemic that unleashed unprecedented disruption to human life and economic activity the world over. The depressed economic conditions and deterioration of business and consumer sentiment prompted a series of interventions by governments across the world. While many economies are on the path to recovery on the back of measures towards virus containment, vaccination drives, stimulus packages etc., the outlook remains challenging on account of divergence in the shape and pace of recovery.

## **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:20/08/2021

Ramandeep Singh  
Director  
DIN - 07896086

Simmi Chhabra  
Director  
DIN- 07870398

## ANNEXURE 'D' 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**

The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2020-21 along with the percentage increase in Remuneration of each Executive Director and Key Managerial Personnel (KMP) during the financial year 2020-21:

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. Sudhanshu Srivastav	Director	N.A.	N.A.
2.	Mr. Gursimran Singh	Chief Financial Officer	N.A.	N.A.
3.	Mr. Sameer Gupta	Company Secretary & Compliance Officer	-	-

#### Notes:

- 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.
- 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.
- The percentage increase in the median remuneration of employees in the financial year 2020-21 was NIL.
- 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, 2021, 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: 20/08/2021

Ramandeep Singh  
Director  
DIN - 07896086

Simmi Chhabra  
Director  
DIN- 07870398



## DISCLOSURES TO ANNUAL REPORT

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

A)

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	Nil	Nil

Note: As on 31<sup>st</sup> March 2021 there is no such subsidiary/ Holding company of Prism Medico & Pharmacy Limited.

### B) DECLARATION

I, Gursimran Singh, CFO 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  
Gursimran Singh  
CFO**

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

To,  
The Board of Directors  
Prism Medico & Pharmacy Limited

We, Sudhanshu Srivastav, Chief Executive Officer/ Director and Gursimran Singh, Chief Financial Officer of the Company hereby certify that in respect of the financial year ended on March 31, 2021 :

We have reviewed financial statements and the cash flow statement for the year March 31, 2021 and that to the best of their knowledge and belief:

These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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.

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:

significant changes in internal control over financial reporting during the year;

significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

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: 27/04/2021

Sudhanshu Srivastav  
CEO

Gursimran Singh  
CFO

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#### **ANNEXURE 'E' TO DIRECTORS' REPORT**

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO THE PROVISIONS OF SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014:**

##### **A. CONSERVATION OF ENERGY:**

- Steps taken for conservation: The Company continues to give high priority to conservation of energy on an on-going basis
- Steps taken for utilizing alternate sources of energy: - NA
- Capital investment on energy conservation equipments:- NA

##### **B. TECHNOLOGY ABSORPTION:**

- Efforts made for technology absorption: Nil
- Benefits derived:
  - Expenditure on R&D:
  - Technology imported: None.
  - Year of Import: N.A.
- Has technology been fully absorbed: NA
- Areas where this has not taken place: N.A.

##### **C. FOREIGN EXCHANGE EARNINGS AND OUTGO (2020-21)**

Foreign Exchange earnings: - Nil  
Foreign Exchange outgo: - NIL

Form No. MR-3  
Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2021

*[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). The 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 **31/03/2021**, 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 **31/03/2021** 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 under review.**
- 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 2020-2021.
- 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.

**We further report that**

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

\_ Adequate notice 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: F003823C000702015.**

**Place: Chandigarh**

**Dated: 28<sup>th</sup> July, 2021.**

**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 of financial records and Books of Accounts of the Company.

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: F003823C000702015.**

**Place: Chandigarh**

**Dated: 28<sup>th</sup> July, 2021.**

**MAST RAM CHECHI**

**M. NO.: 3823; CP NO.:2906**

**ANNEXURE 'G' TO DIRECTORS' REPORT**  
**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, 2021, 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, 2021, 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, 2016 ("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, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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: 27/04/2021**

**Place: MOHALI**

**UDIN: - 21547759AAAAAJ7587**

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**  
**CA Konica Madan**  
**Partner, M.No 547759**

## **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, 2021:

- 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) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The Management has conducted Physical verification of inventory at reasonable intervals.  
(b) There were No Discrepancies noticed on physical verification of the inventory.
- 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, Duty of Customs, Duty of Excise, Goods and Service 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, 2021 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) 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.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) 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.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;



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) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment of shares or private placement of shares or fully or partly convertible debentures during the year under review. . Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

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.

Date: 27/04/2021

Place: MOHALI

UDIN: - 21547759AAAAJ7587

For Harjeet Parvesh & Co.  
Chartered Accountants  
FRN: 017437N  
CA Konica Madan  
Partner, M.No 547759

**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 **Ajooi Biotech Limited** (“the Company”) as of March 31, 2021 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, 2021.

**Date: 27/04/2021**

**Place: MOHALI**

**UDIN: - 21547759AAAAAJ7587**

**For Harjeet Parvesh & Co.**

**Chartered Accountants**

**FRN: 017437N**

**CA Konica Madan**

**Partner, M.No 547759**

<b>PRISM MEDICO &amp; PHARMACY LIMITED</b>				
<b>Balance Sheet as at 31st March, 2021</b>				
<b>PARTICULARS</b>	<b>NOTES</b>	<b>31.03.2021</b>	<b>31.03.2020</b>	<b>01.04.2019</b>
<b>I) ASSETS</b>				
<b>(1) Non-current assets</b>				
a) Property , Plant & Equipment	1	553,409.00	6,77,381.00	8,53,561.00
b) Financial Assets Non-Current Investment	2	1,93,80,000.00	1,93,80,000.00	9,99,99,990.00
c) Deferred Tax Assets		588,128.00	1,36,134.00	0.00
<b>(2) Current assets</b>				
a) Inventories	3	4,84,66,240.00	4,75,729.00	96,15,535
b) Financial Assets				
i. Cash & Cash Equivalent	4	8,41,329.00	11,17,555.00	11,75,819.00
ii. Short Term Loans and advances	5	1,01,15,337.00	1,03,56,338.00	1,97,11,622.00
iii. Trade Receivables	6	13,51,39,412.00	18,33,61,367.00	3,75,82,553.00
(c) Other Current Asset	7	3,36,741.00	3,36,741.00	7,83,351.00
<b>TOTAL</b>		<b>21,54,20,596.00</b>	<b>21,58,41,245.00</b>	<b>16,97,22,431.00</b>
<b>II) EQUITY AND LIABILITIES</b>				
<b>(1) Equity</b>				
a) Equity Share Capital	8	6,06,34,280.00	6,06,34,280.00	6,06,34,280.00
b) Other Equity	9	6,86,25,164.00	6,99,25,245.00	7,08,74,402.00
<b>(2)Non - Current Liabilities</b>				
a) Deferred tax liabilities		0.00	0.00	42,490.00
<b>(3)Current Liabilities</b>				
a) Financial Liabilities Trade Payables	10	8,44,38,878.00	8,44,80,968.00	3,56,81,308.00
b) Other Current Liabilities	11	17,22,275.00	8,00,750.00	19,25,783.00
c) Short Term Provisions	12	0.00	0.00	5,64,168.00
<b>TOTAL</b>		<b>21,54,20,596</b>	<b>21,58,41,245</b>	<b>16,97,22,431.00</b>

**NOTES ON ACCOUNTS**

**NOTE '1' TO '11' AND NOTE '19' FORM INTEGRAL PART OF THE BALANCE-SHEET**

**FOR AND ON BEHALF OF THE BOARD**

Sudhanshu  
Srivastav  
DIRECTOR

Sehejbir Singh Bhatia  
DIRECTOR

Sameer Gupta  
Company Secretary

Gursimran Singh  
CFO

**AUDITOR'S REPORT**

As per our report of even date

**FOR HARJEET PARVESH & Co**

CA Konica Madan  
M.No 547759

Date: 27.04.2021

Place: Mohali

<b>PRISM MEDICO &amp; PHARMACY LIMITED</b>				
<b>Statement of Profit &amp; Loss Account for the year ended 31st March, 2021</b>				
<b>PARTICULARS</b>	<b>NOTES</b>	<b>31.03.2021</b>	<b>31.03.2020</b>	<b>01.04.2019</b>
<b>INCOMES:</b>				
Revenue from operation	12	16,76,35,782.00	26,89,01,792.00	36,30,61,615.00
Other Income		0.00	0.00	21,87,442.00
<b>TOTAL Income Rs.</b>		<b>16,76,35,782.00</b>	<b>26,89,01,792.00</b>	<b>36,52,49,057.00</b>
<b>EXPENSES</b>				
Cost of Material Consumed	13	21,46,71,245.00	25,69,62,800.00	35,28,17,485.00
Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	14	-4,79,90,511.00	91,39,806.00	-7,60,746.00
Employee Benefit Expenses	15	16,76,000.00	21,96,048.00	24,63,158.00
Finance Cost	16	2,465.00	2,494.00	2,264.00
Depreciation expenses	17	1,23,971.000	1,76,180.000	2,66,990.00
Other Expenses Administrative Expenses	18	9,04,688.00	11,05,634.00	75,27,640.00
<b>Total Expenses</b>		<b>16,93,87,859.00</b>	<b>26,95,82,962.00</b>	<b>36,23,16,791.00</b>
<b>PROFIT OF THE YEAR</b>		<b>-17,52,077.00</b>	<b>-6,81,170.00</b>	<b>29,32,266.00</b>
<b>TAX EXPENSE</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>Current Tax</b>		<b>0.00</b>	<b>0.00</b>	<b>5,64,168.00</b>
<b>Deferred Tax</b>	19	<b>4,51,994.00</b>	<b>1,78,623.00</b>	<b>6,31,785.00</b>
<b>MAT Credit Entitlement</b>		<b>0.00</b>	<b>0.00</b>	<b>6,94,471.00</b>
<b>NET PROFIT AFTER TAX</b>		<b>-13,00,082.00</b>	<b>-5,02,547.00</b>	<b>36,94,354.00</b>

**NOTES ON ACCOUNTS**

**NOTE '12' TO '18' AND NOTE '19'**

**FORM INTEGRAL PART OF THE ACCOUNT**

**FOR AND ON BEHALF OF THE BOARD**

**Sudhanshu  
Srivastav  
DIRECTOR**

**Sehejbir Singh Bhatia  
DIRECTOR**

**Sameer Gupta  
Company Secretary**

**Gursimran Singh  
CFO**

**AUDITOR'S REPORT**

As per our report of even date

**FOR HARJEET PARVESH & Co**

**CA Konica Madan  
M.No 547759**

**Date: 27.04.2021**

**Place: Mohali**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2021**

	<b>PARTICULARS</b>	<b>31.03.2021 (Rupees)</b>	<b>31.3.2020 (Rupees)</b>
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	<b>Profit Before tax of the year</b>	(17,52,076.68)	(6,81,169.59)
	Adjustment for:		
	Depreciation & Amortization	1,23,971.20	1,76,180.81
	Interest & Finance Charges	2,465.00	2,494.00
	<b>Operating Profit Before Prior Period Items and Working Capital Changes</b>	<b>(16,25,640.48)</b>	<b>(5,02,494.78)</b>
	<b>Operating Profit Before Working Capital Changes</b>	<b>(16,25,640.48)</b>	<b>(5,02,494.78)</b>
	<b>Adjustments for:</b>		
	Decrease(increase) in receivables	4,82,21,955.00	9,99,95,666.00
	Inventories	(4,79,90,511.00)	91,39,806.00
	Other Current Assets	00.00	(2,47,860.00)
	Other Current Liabilities	92,1,525.00	(5,43,033.00)
	Increase(decrease) in Trade Payables	(42090.00)	4,88,08,660.00
	<b>Cash Generated from Gperations</b>	<b>(5,14,762.00)</b>	<b>(4,33,40,587.27)</b>
	Income Tax Paid	00	3,16,308.00
	<b>Net Cash from Operating Activities</b>	<b>(5,14,762.00)</b>	<b>(4,36,47,895.00)</b>
<b>B</b>	<b>Cash Flow from Investing Activities:</b>		
	Investments	00	8,06,19,990.00
	Loans & Advances given	2,41,000.50	(3,70,27,863.71)
	<b>Net Cash (used)/Generated in Investing Activities</b>	<b>2,41,001.00</b>	<b>4,35,92,126</b>
<b>C</b>	<b>Cash Flow from Financing Activities:</b>		
	Proceed from Share Capital		
	Proceeds/(Repayment) of Long Term Borrowings		
	Proceeds/(Repayment) of Short Term Borrowings		
	Interest and Other Finance Costs paid	(2,465.00)	(2,494.00)
	<b>Net Cash (Used)/Generated in Financing Activities</b>	<b>(2,465.00)</b>	<b>(2,494.00)</b>
	<b>Net Increase in Cash and Cash Equivalentents (A)+(B)+( C)</b>	<b>(2,76,227.00)</b>	<b>(58,263)</b>
	<b>Opening Cash and Cash Equivalentents</b>	<b>11,17,556.00</b>	<b>11,75,819.31</b>
<b>Closing Cash and Cash Equivalentents</b>	<b>8,41,329.00</b>	<b>11,17,556.00</b>	

**PRISM MEDICO AND PHARMACY LTD**  
**AS AT 31ST MARCH, 2021**  
**NOTE '1' TO '19' ANNEXED TO AND FORMING PART OF THE**  
**BALANCE SHEET AS ON 31ST MARCH, 2021 AND STATEMENT OF PROFIT & LOSS**  
**FOR THE YEAR ENDED ON THAT DAY**

<b>PARTICULARS</b>	<b>31ST MARCH 2021</b>	<b>31ST MARCH 2020</b>
<b><u>NOTE : 2- NON CURRENT INVESMENTS</u></b>		
Unquoted Shares of:	<b>1,93,80,000</b>	<b>1,93,80,000</b>
- M/s Healthy Biosciences Pvt Ltd (1938000 Eq.Shares@ Rs 10 each i.e Rs 19380000)		
(Fair Value 10 each/-)		
<b>TOTAL Rs.</b>	<b>19380000</b>	<b>19380000</b>
<b><u>NOTE : 3- INVENTORIES</u></b>		
(As per inventories taken, valued and certified by the management)		
Finished Goods / Traded Goods	<b>4,84,66,240</b>	<b>4,75,729</b>
<b>TOTAL Rs.</b>	<b>4,84,66,240</b>	<b>4,75,729</b>
<b><u>NOTE : 4- CASH &amp; CASH EQUIVALENTS</u></b>		
Cash-in-Hand	<b>5,93,123</b>	<b>8,85,932</b>
Cash at Bank	<b>2,48,206</b>	<b>2,31,623</b>
<b>TOTAL Rs.</b>	<b>8,41,329</b>	<b>11,17,555</b>
<b><u>NOTE :5- SHORT TERM LOANS &amp; ADVANCES</u></b>		
(i) Advances to Suppliers/Other Advances	<b>37,04,297</b>	<b>37,06,798</b>
(ii) Other Loans and Advances:	<b>60,20,000</b>	<b>62,56,000</b>
(iii) Security Deposits	<b>00</b>	<b>2,500</b>
(iv) Balance with Revenue Authorities - Income Tax Refund	<b>3,91,040</b>	<b>3,91,040</b>
<b>TOTAL Rs.</b>	<b>1,01,15,337</b>	<b>1,03,56,338</b>
<b><u>NOTE :6 - TRADE RECEIVABLES</u></b>		
Sundry Debtors	<b>13,51,39,412</b>	<b>18,33,61,367</b>
<b>TOTAL Rs.</b>	<b>13,51,39,412</b>	<b>183361367</b>

**PARTICULARS****31ST MARCH 2021****31ST MARCH 2020****NOTE 7 - OTHER CURRENT ASSETS**

Mat Credit Entitlement

**3,36,740****3,36,740****TOTAL Rs.****336740****336740****NOTE : 8- EQUITY SHARE CAPITAL****AUTHORISED**

10000000 Equity Shares of Rs 10/- Each

10,00,00,000.  
0010,00,00,000.  
00**ISSUED, SUBSCRIBED AND PAID UP**

6063428 Equity Shares of Rs 10/- Each

6,06,34,280.0  
06,06,34,280.0  
0**TOTAL Rs.****6,06,34,280****60634280**Issued, Subscribed & Paid up Share Capital in number  
comprises of:**(c) Statement of Changes in Equity**

<b>PARTICULARS</b>	<b>As at 31st March,2021</b>		<b>As at 31st March,2020</b>	
	<b>No of Shares</b>	<b>Amount</b>	<b>No of Shares</b>	<b>Amount</b>
Equity Shares at the beginning of the year	6063428	60634280	6063428	60634280
Add: Equity Shares allotted during the year	0	0	0	0
Equity Shares at the end of the year	6063428	60634280	6063428	60634280
<b>Shareholders holding more than 5 % shares</b>		<b>No. of Equity shares</b>		<b>% of Holding</b>
Ajoooni Biotech Limited		9,27,397		15.29%
Jasjot Singh		9,14,861		15.09%

**NOTE : 9- OTHER EQUITY****Profit & Loss A/c**

Balance as per last year

6,99,25,245.81

70874402

Add : Net Profit for the year

-13,00,082

-502547.40

Add / Less : Mat Credit Adjustment

00

-446610.00

**TOTAL Rs.****6,86,25,164****6,99,25,246**

**NOTE : 10 - TRADE PAYABLES**

Sundry Creditors	8,44,38,878	8,44,80,968
<b>TOTAL Rs.</b>	<b>8,44,38,878</b>	<b>8,44,80,968</b>

**NOTE :11 - OTHER CURRENT LIABILITIES**

(i) Other Liabilities	-	3,00,000
(ii) Expenses Payable	16,61,250	4,29,550
(iii) TDS Payable	5,775	17,200
(iv) Audit Fees Payable	55,250	54,000
<b>TOTAL Rs.</b>	<b>17,22,275</b>	<b>800,750</b>

**NOTE : 12- REVENUE FROM OPERATIONS**

(i) Sale of Products:		
-Agriculture Products	16,76,35,782	26,89,01,792
<b>TOTAL Rs.</b>	<b>16,76,35,782</b>	<b>26,89,01,792</b>

**NOTE : 13 - COST OF MATERIAL CONSUMED**

Purchase of Stock In trade	21,46,71,245	25,69,62,800
<b>TOTAL Rs.</b>	<b>21,46,71,245</b>	<b>25,69,62,800</b>

**NOTE :14 - CHANGE IN INVENTORIES**

Finished Goods / Traded Goods		
Closing Stock	4,84,66,240	4,75,729
Less Opening Stock	4,75,729	96,15,535
<b>TOTAL Rs.</b>	<b>4,79,90,511</b>	<b>-9139806</b>

**NOTE : 15 - EMPLOYEE BENEFIT EXPENSE**

(i) Salary, Wages & Allowances	16,76,000	21,96,048
<b>TOTAL Rs.</b>	<b>16,76,000</b>	<b>21,96,048</b>

**NOTE : 16 - FINANCE COST**

Bank Charges	2,465	2494
	0.00	0.00
<b>TOTAL Rs.</b>	<b>2,465</b>	<b>2494</b>

**NOTE : 17 - DEPRECIATION EXPENSE**

Depreciation on Fixed Assets		
	1,23,971	1,76,180
<b>TOTAL Rs.</b>	<b>1,23,971</b>	<b>1,76,180</b>



**NOTE : 18 ADMINISTRATIVE EXPENSES**

Advertisement Expenses	50,516	68,446
Audit Fee	59,000	88,500
Sitting Fee	0.00	69,000
Legal & Professional Fee	6,83,512	6,42,010
Postage & Courier Expenses	60.00	0.00
Printing & Stationery	0.00	18,930
Office Rent	70,800	2,00,800
Rates & Taxes	2,266	11,089
Travelling & Conveyance	0.00	859
ROC Exp.	0.00	0.00
Rebate & Discount	2500.00	0.00
Miscellaneous Expenses	36034.00	0.00
Maintenance fee	0.00	6,000
<b>TOTAL Rs.</b>	<b>9,04,688</b>	<b>11,05,634</b>

**PRISM MEDICO AND PHARMACY LTD****NOTE : 19- NOTES ON ACCOUNTS & ACCOUNTING POLICIES  
Forming part of Balance Sheet and Statement of Profit and Loss  
For the Year ended 31st March, 2021*****Note 19*****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 recognized 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 recognized 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 not sold/purchased any investments. 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. Hence the investments are recognised at fair value.

**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.
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>2021-20</u>	<u>2020-19</u>
<u>Profit available for Equity Shareholders</u>	(13,00,082.25)	(5,02,547.40)
<b>For Basic Earning:</b>	60,63,428.00	60,63,428.00
<b>No. of Weighted Average Equity Shares</b>		
<b>For Diluted Earnings:</b>	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
<b>Basic</b>	(0.21)	(0.08)
<b>Diluted</b>	(0.21)	(0.08)

4. With reference to Employee Benefits, no provision has been made regarding Gratuity, Leave encashment & other retirement benefits & in absence of actuarial valuation their 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	2020-21	2019-20
1. Transaction during the year		
<b>With Healthy Bioscience Private Limited</b>		
Purchases within the year		
Sale made during the year		
Collections Received	60,000.00	
Repayment made against purchases		
<b>With Ajooni Biotech Ltd</b>		
Purchases within the year	--	2,22,90,992.10
Sale made during the year	9,13,050.00	91,47,695.00
Repayment made against purchases	1,50,000.00	2,59,97,250.00
Collections Received	10,63,050.00	9,59,950.00
<b>2. Rent paid to Healthy Biosciences Private Limited</b>	70,800.00	70,800.00
<b>TOTAL</b>	<b>22,56,900.00</b>	<b>5,84,66,687.10</b>

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)

<b>8.</b>	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

	<b>31st March, 2021</b>	<b>31st March, 2020</b>	
<b>9.</b>	CIF value of imports	Nil	Nil
<b>10.</b>	Remittance in foreign Currency	Nil	Nil
<b>11.</b>	Expenditure in Foreign Currency	Nil	Nil
<b>12.</b>	Earning in Foreign Currency	Nil	Nil
<b>13</b>	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		
<b>14.</b>	<b><u>Auditors' Remuneration</u></b>	<b><u>31.03.2021</u></b>	<b><u>31.03.2020</u></b>
	As Statutory Audit Fee	59,000.00	59,000.00
	<b>Total Rs.</b>	<b>59,000.00</b>	<b>59,000.00</b>

**15. Deferred Taxation**

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

<b>PARTICULARS</b>	<b>Current Year</b>	<b>Previous Year</b>
Difference on Account of Depreciation	<b>-13631.80</b>	5845.81
Total Timing Difference	<b>-13631.80</b>	5845.81
Tax Rate	26.00	26.00
Deferred Tax Asset created on Timing Difference	<b>-3544.57</b>	1519.61
Opening DTA/DTL	136133.40	-42490.00
current year loss	-1752076.68	-681169.59
DTA On above	455539.00	177103.79
Total Deferred Tax Asset	588127.83	136133.40

**Deffered Tax Due to Depericiation :**

<b>Timing Difference on Depreciation</b>	<b>CURRENTYEAR</b>	<b>PREVIOUS YEAR</b>
Depreciation as per Books of Accounts	<b>1,23,971.20</b>	<b>1,76,180.81</b>
Depreciation as per Income Tax Act	<b>1,37,603.00</b>	<b>1,70,335.00</b>
<b>Timing Difference (Less Allowance By Income Tax)</b>	<b>(13,631.80)</b>	<b>5,845.81</b>

**16. Details of Shareholders**

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

**17 Others**

'Three bank accounts namely ICICI bank Mumbai with balance Rs 4000/- , Union Bank of India balance Rs 202809.89/- and Bank A/C Mumbai balance Rs 7270/- as appearing in books of accounts on 31.03.2021 have become in-operative and balance of same cannot be confirmed

**18** Rounding of has been done to nearest 10

**FOR AND ON BEHALF OF THE BOARD**

**Sudhanshu  
Srivastav  
DIRECTOR**

**Sehejbir Singh Bhatia  
DIRECTOR**

**Sameer Gupta  
Company Secretary**

**Gursimran Singh  
CFO**

**AUDITOR'S REPORT**

As per our report of even date

**FOR HARJEET PARVESH & Co**

**CA Konica Madan  
M.No 547759**

**Date: 27.04.2021**

**Place: Mohali**

# PRISM MEDICO AND PHARMACY LTD

## Note No. 1

### PROPERTY, PLANT & EQUIPMENT FORMING PART OF BALANCE SHEET AS ON 31.03.2021 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- 04-20	DURING YEAR		AS ON 31.03.2021			ON 1.04.20	YEAR		ON 31.03.2021	ON 31.03.20
1	Computers & Printers	4,41,153.00	-	-	4,41,153.00	63.16%	22,057.65	4,28,650.47	7,896.60	4,36,547.07	4,605.93	12,502.53
2	Furniture & Fixture	11,32,591.00	-	-	11,32,591.00	25.89%	56,629.55	8,08,434.59	83,924.09	8,92,358.69	2,40,232.31	324,156.41
3	Office Equipment	1,58,000.00	-	-	1,58,000.00	45.07%	7,900.00	1,38,528.14	8,775.97	1,47,304.11	10,695.89	19,471.86
4	Generator	4,50,000.00	-	-	4,50,000.00	7.22%	22,500.00	1,29,072.79	23,170.94	1,52,243.74	2,97,756.47	3,20,927.21
5	Printer	17,500.00	-	-	17,500.00	63.16%	875.00	17,177.65	203.60	17,381.25	118.75	322.35
	<b>TOTAL</b>	<b>21,99,244.00</b>	-	-	<b>21,99,244.00</b>		<b>1,09,962.20</b>	<b>152,1863.64</b>	<b>1,23,971.20</b>	<b>16,45,834.84</b>	<b>5,53,409.37</b>	<b>6,77,380.36</b>
	<i>Previous Year</i>	<b>21,99,244.00</b>	-	-	<b>21,99,244.00</b>		<b>1,09,962.20</b>	<b>13,45,682.83</b>	<b>1,76,180.81</b>	<b>15,21,863.64</b>	<b>6,77,380.57</b>	<b>8,53,561.17</b>

**BOOK-POST**

If undelivered please return to:

**PRISM MEDICO & PHARMACY LIMITED**  
Registered Address: D-118, Industrial Area, Phase VII,  
Mohali-160055