

# *PRISM MEDICO AND PHARMACY LIMITED*

Annual Report

*2017-2018*



**Name of the Company****PRISM MEDICO & PHARMACY LIMITED****CIN****L51109PB2002PLC047444****Directors**

<b>Mr. Gursimran Singh</b>	<b>- Executive Director</b>
<b>Mr. Jasjot Singh</b>	<b>- Director</b>
<b>Mr. Sehejbir Singh Bhatia</b>	<b>- Additional Director</b>
<b>Ms. Charu Pareek</b>	<b>- Independent Women Director</b>
<b>Mr. Rishi Pal Panwar</b>	<b>- Additional Independent Director</b>
<b>Ms. Simmi Chabbra</b>	<b>- Additional Independent Director</b>

**Chief Financial Officer****Mr. Gursimran Singh****Auditors****M/s Harjeet Parvesh & Co.  
Chartered Accountant****RegisteredOffice****D-118, Industrial Area,  
Phase – VII, Mohali-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**

## Disclaimer

In this Annual Report, we have disclosed forward looking information to help our investors comprehend our prospectus and take informed investment decisions. This report is based on certain forward looking statements that we periodically make to anticipate results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated or estimated projected. We undertake no obligation to publicly update any forward looking statements, whether as a results of new information, future events or otherwise.

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 16<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON 27<sup>th</sup> SEPTEMBER, 2018, AT 11.30 A.M. AT D-118, INDUSTRIAL AREA, PHASE VII, MOHALI-160055. TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2018 and Balance Sheet as at that date, Cash Flow statement for the year ended 31<sup>st</sup> March, 2018 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Jasjot Singh (DIN: 01937631) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED** that, pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the rules made there under pursuant to recommendation of the Board of Directors and pursuant to the resolution passed by the members at Annual General Meeting, the appointment of M/s Harjeet Parvesh & Company (FRN NO. 017437N), Chartered Accountants, # 1122, Sector 71, Mohali as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31.03.2019, as may be determined by Board of Directors in consultation with the auditors.”

**SPECIAL BUSINESS:****4. APPOINTMENT OF MR. SEHEJBIR SINGH AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** Mr. Sehejbir Singh (DIN: 07986072) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

**5. APPOINTMENT OF MS. SIMMI CHHABRA AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** Ms. Simmi Chhabra (DIN: 07870398) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

**6. APPOINTMENT OF MR. RISHI PAL PANWAR AS A DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** Mr. Rishi Pal Panwar (DIN: 08049792) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

**7. APPOINTMENT OF MR. SEHEJBIR SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sehejbir Singh (DIN: 07986072), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from December. 2017 and whose office shall not be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

**8. APPOINTMENT OF MS. SIMMI CHHABRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Simmi Chhabra (DIN: 07870398), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from December. 2017 and whose office shall not be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

**9. APPOINTMENT OF MR. RISHI PAL PANWAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rishi Pal Panwar (DIN: 08049792), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from February, 2018 and whose office shall not be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”.

**10. TO CONSIDER THE INSERT IN OBJECT CLAUSE OF THE MEMORANDUM OF ARTICLES OF COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies ( Incorporation) Rules, 2014 and Regulations framed there under (including any statutory modification(s) or re enactment(s)thereof for the time being in force)and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Mumbai, under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for addition of the Object Clauses of the Memorandum of Association of the Company in the following manner :-

- A. The Objects Clause IIIA (Main Objects) of the Memorandum of Association of the Company be and is hereby altered by inserting the following New Objects h, i and j after the existing Clause g and renumber accordingly
- h. To carry on business of Import, Export and Domestic for processing, packing, re-packing, trading in, purchase, sell and to act as mercantile agents, clearing and forwarding agents, brokers, consignors, consignees, conversion agents, distributors, act as stockiest or otherwise in any other manner deal in all types of food and food products, organic foods, processed foods, packed foods, frozen foods, canned and Jarred foods, poultry products, groceries including ready to eat preparations, condiments, other ethnic preparations, agricultural produce, cattle feeds soya bean, wheat, rice & rice products, maize, all types of cereals, pulses, dal, oats, cash crops, sugar cane, sugar, vegetables, and fruits including dehydrated fruit and vegetables and their products, preserved fruits, dry fruits, jam, pickles, masalas, masala mixes, coffee and coffee products, tea & Tea products, edible oils, hydrogenated fat, vanaspathi, tallow, meat and meat products, marine products, poultry, piggery, prawn and pisci- culture, dairy products, condensed milk, flavored milk, ice cream, sea foods, butter, ghee, oil, edible oil, backed products, pastries, confectioneries, sweets, biscuits, chocolates, beverages, fruit juices, concentrates, mineral water, soft drinks, syrups, preservatives, flavors, colouring agents, emulsifiers, food supplements, nutrients, natural or synthetic chemicals used for processing and preservation in the food industry.
- i. To carry on the business of selling agents, purchasing agents, general agents, commission agents, sub-agents, distribution agents, stockiest, dealers and manufacturers, representatives, marketing agents or consultants, indenting agents of all types and kinds of foods, commodities and services and to do all such other acts and things which are conducive to the aforesaid business and/ or ancillary or incidental to the same.

j. To develop and turn to account any land acquired on lease or to be acquired by the company or in which it is interested, and in particular by laying out and preparing the same for farming, cultivation purposes, constructing, altering, pulling down, decorating, maintaining filling up and improving land, and by planting, paving draining, farming, cultivating and letting on lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with persons, farmers and others.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the alteration in object clause thereof with the Registrar of Companies, Punjab and Chandigarh at Chandigarh and to resolve and settle all questions and difficulties that may arise in the proposed alteration of object clause and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

#### **11. TO CHANGE THE NAME OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from “PRISM MEDICO & PHARMACY LIMITED” to “PRISM SYMBIOTICS LIMITED” or any other name as may be approved by the Central Government, Registrar of Companies, NCT of Punjab and Chandigarh and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

**FURTHER RESOLVED THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause: 1. The Name of the Company is PRISM SYMBIOTICS LIMITED.”

**FURTHER RESOLVED THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**FURTHER RESOLVED THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

#### **12. ISSUE OF PARTLY PAID EQUITY SHARES ON A PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT BASIS TO THE PROMOTERS:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 62 (1) (c) and 42 of the Companies Act, 2013 (including any statutory modification thereto or re-enactment thereof for the time being in force) respectively read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of

Securities) Rules, 2014 and all other applicable provisions, if any, and in accordance with the provisions of Articles of Association of the Company and subject to the approval, consent, permission and/or sanction, as may be required from the Financial Institutions, and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the members be and is here by accorded to the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee duly constituted by the Board of Directors or any Committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) to create, offer, issue and allot 3,00,000 (Three Lakh) Equity shares at a premium each including issuing such shares as partly paid up shares (25% payable on application and balance 75% to be payable later within 18 months) initially to the following promoters of the Company in the following manner:

S.No	Name of the Promoter	No. of Shares
1.	Mr. Jasjot Singh	150000
2.	Mrs. Parmjeet Kaur	150000
	<b>Total</b>	<b>300000</b>

**RESOLVED FURTHER THAT** the shares to be issued and allotted shall rank pari-passu with the existing shares of the Company in all respects including dividend, voting, winding up rights and all other rights and privileges as may be assigned from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, things (including making necessary entries in the relevant statutory registers) and to give directions as may be necessary or desired and to accept any modifications in the above proposal as may be required by the authorities involved and also settle any questions or difficulties that may arise in respect of offer, issue and allotment of securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to file necessary forms, documents and papers with the Registrar and all other authorities concerned and to do all such acts, deeds and things as may be required to execute all such writings and instruments in connection with the issue and allotment of securities as the Board may in its absolute discretion deem necessary or desirable for giving effect to this resolution."

**Registered Office:**

D-118, Industrial Area, Phase - VII

Mohali-160055

**Date: 01.09.2018**

**Place: Mohali**

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

**Jasjot Singh**

**Director**

**Gursimran Singh**

**Director**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of himself/herself. Such a Proxy/ Proxies need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.

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

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

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

4. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2018.

5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.

6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.

7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.

8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.

11. Members may also note that the Notice of the 16<sup>th</sup> Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website <http://www.prismmedico.com/> for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

12. Electronic copy of the Notice of the 16<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 16<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

### 13. Voting Options

#### (1) Voting through Electronic Means

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

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

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

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



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

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

(iii) Click on Shareholder – Login

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

(v) Password change menu appears.

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

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

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

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

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

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

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

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

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

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

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

**Voting at AGM:** The members who have not cast their vote by remote e-voting

can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

**OTHER INSTRUCTIONS**

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 20<sup>th</sup> September, 2018, are entitled to vote on the Resolutions set forth in this Notice.

- V. The remote e-voting period will commence at 9.00 a.m. on Monday, 24<sup>th</sup> September, 2018 and will end at 5.00 p.m. on Wednesday, 26<sup>th</sup> September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20<sup>th</sup> September, 2018.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20<sup>th</sup> September, 2018, may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Prince Chadha, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL.
- XIII.

**Registered Office:**

D-118, Industrial Area, Phase - VII

Mohali-160055

**Date: 01.09.2018****Place: Mohali****Jasjot Singh****Director**

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

**Gursimran Singh****Director**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM No. 4 & 7**

The Board of Directors of the Company had appointed Mr. Sehejbir Singh as an Additional Director with effect from February 14, 2018 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Board of Directors of the Company had appointed Mr. Sehejbir Singh as an Additional Director with effect from February 14, 2018 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Sehejbir Singh, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Sehejbir Singh as an Independent Director of the Company within the meaning of the Companies Act, 2013 for a term of 5 consecutive years commencing from February 14, 2018.

Mr. Sehejbir Singh has done BSC from Punjab Technical University and, he has wide expertise in administration.

In the opinion of the Board, Mr. Sehejbir Singh, who is proposed to be appointed as an Independent Director of the Company with effect from February 14, 2018 for a period of 5 years, fulfils the conditions specified under Companies Act 2013 and is Independent of the management. Considering his experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Sehejbir Singh as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Mr. Sehejbir Singh be paid annually, a commission of an amount not exceeding in aggregate three (3%) percent of the net profits of the Company computed in the manner referred to the Companies Act, 2013 or INR 15 Lacs (Rupees Fifteen Lacs only), whichever is less, in addition to the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Except Mr. Sehejbir Singh, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution

The resolutions as set out in Item no. 4 and 7 of this Notice are accordingly recommended for your approval.

**ITEM No. 5 & 8**

The Board of Directors of the Company had appointed Ms. Simmi Chhabra as an Additional Director with effect from December 04, 2017 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Ms. Simmi Chhabra, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies

(Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Ms. Simmi Chhabra as an Independent Director of the Company within the meaning of the Companies Act, 2013 for a term of 5 consecutive years commencing from December 04, 2017.

Ms. Simmi Chhabra has done Bachelors of Technology from Punjab Technical University and, she has wide expertise in administration.

In the opinion of the Board, Ms. Simmi Chhabra, who is proposed to be appointed as an Independent Director of the Company with effect from December 04, 2017 for a period of 5 years, fulfils the conditions specified under Companies Act 2013 and is Independent of the management. Considering his experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Ms. Simmi Chhabra as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Ms. Simmi Chhabra be paid annually, a commission of an amount not exceeding in aggregate three (3%) percent of the net profits of the Company computed in the manner referred to the Companies Act, 2013 or INR 15 Lacs (Rupees Fifteen Lacs only), whichever is less, in addition to the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Except Ms. Simmi Chhabra, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 5 and 8 of this Notice are accordingly recommended for your approval.

#### **ITEM No. 6 & 9**

The Board of Directors of the Company had appointed Mr. Rishi Pal Panwar as an Additional Director with effect from February 14, 2018 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Rishi Pal Panwar, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Rishi Pal Panwar as an Independent Director of the Company within the meaning of the Companies Act, 2013 for a term of 5 consecutive years commencing from February 14, 2018.

Mr. Rishi Pal Panwar has done Bachelors of Arts from CCS University, Meerut. He has held roles of increasing responsibility in the organisation across strategy, finance, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles.

In the opinion of the Board, Mr. Rishi Pal Panwar, who is proposed to be appointed as an Independent Director of the Company with effect from February 14, 2018 for a period of 5 years, fulfils the conditions specified under Companies Act 2013 and is Independent of the management. Considering his experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Rishi Pal Panwar as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Mr. Rishi Pal Panwar be paid annually, a commission of an amount not exceeding in aggregate three (3%) percent of the net profits of the Company computed in the manner referred to the Companies Act, 2013 or INR 15 Lacs (Rupees Fifteen Lacs only), whichever is less, in addition to the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Except Mr. Rishi Pal Panwar, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 6 and 9 of this Notice are accordingly recommended for your approval.

#### **ITEM No. 10**

Your Board is considering from time to time the proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new activities.

The Board of Directors of the company at their meeting held on 14<sup>th</sup> August, 2018 have subject to the approval of the shareholders, Stock Exchanges where the shares of the company are listed and other relevant regulatory authorities, in principally decided to change the main objects of the company.

Accordingly it is proposed that the existing clause no. 1 forming part of III-(A) of the Main Objects be altered by - Insertion of new clause no. h, l, and j after the existing Clause g and renumber accordingly.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies (ROC).

The Board of Directors accordingly recommends the resolution set out at Item No. 10 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the resolution for your approval as a Special Resolution.

#### **ITEM No. 11**

The Board of Directors of the Company in its meeting held on 14<sup>th</sup> August, 2018 decided to change the name of the Company from “PRISM MEDICO & PHARMACY LIMITED” to “PRISM SYMBIOTICS LIMITED” because SYMBIOTICS stands for “biotechnology”, which is the business activity of the company and the Board considered the same as more dominant name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company simple, sharp and focused. The name “PRISM SYMBIOTICS LIMITED” has been duly sent for getting approval and made available for changing the name by the CRC Indian Institute of Corporate Affairs, Manesar vide “RUN” form filed dated 30.08.2018.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

#### **ITEM No. 12**

1. The Board has proposed to issue and allot 3,00,000 Partly paid Equity shares payable over a period of Eighteen Months to the persons belonging to promoters and persons acting in concert on preferential basis of allotment.

As per Regulation 73(3) of SEBI Chapter VII of SEBI (ICDR) Regulations, when equity shares are issued on a preferential basis, the valuation of the assets in consideration for which the equity shares are issued shall be done by an Independent Qualified Valuer. A copy of the Valuation report issued by Independent Qualified Valuer shall be available for inspection at the registered office/ corporate office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting. A copy of the Certificate of the Statutory Auditors of the Company certifying adherence to the SEBI (ICDR) Regulations for preferential issue for the proposed issue will be available for inspection for the members of the Company at the registered office / corporate office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting

**2. the information as required under SEBI (ICDR) Regulations and the Companies Act, 2013 and the rules framed there under, is as under:**

**The nature of concern or interest, financial or otherwise, if any of (i) director, manager; (ii) other key managerial personnel; or (iii) relatives of the persons mentioned in (i) and (ii):**

None of the directors, managers, key managerial personnel are interested or concerned except to the extent of their shareholding and directorship.

**3. The disclosures pursuant to Rule 13(2)(d) the of Companies (Share Capital and Debentures) Rules, 2014 are as follows:**

##### **a) Objects of the issue**

As the Board proposes to undertake expansion program, it requires raising the additional funds which the management proposes to raise by further issue of securities of the Company.

##### **b) Total number of shares or other securities to be issued**

The Board is proposed to issue a total of 3,00,000 Equity shares of Rs.10/- each at a premium at a price not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations.

**c) Pricing**

The ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

**d) Relevant date with reference to which the price has been arrived at.**

The relevant date, for determination of the price is August 28, 2018, being the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the proposed issuance of Equity Shares

**e) The class or classes of persons to whom the allotment is proposed to be made**

All are individuals

**f) Intention of promoters, directors to subscribe to the offer**

Contribution of capital for the business expansion activities and increase their shareholding in the Company.

**g) Proposed time within which the allotment shall be completed**

The allotment of the shares shall be completed within 1 month from the date of passing of the above resolutions in accordance with the provisions of applicable Rules and Guidelines.

**h) The names of the proposed allottee and the percentage of post preferential offer capital that may be held by the proposed allottees.**

S No.	Name of the Allottee	No of Shares	Percentage of post preferential offer
1.	Mr. Jasjot Singh	1389878	23.23
2.	Mrs. Parmjeet Kaur	458039	7.19

**i) Change in control**

There will not be any change in the control of the company on account of the proposed private placement.

**j) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.**

During the year, the Company has not made any preferential allotment.

**k) The pre issue and post issue shareholding pattern of the company:**

S. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoters' Holding:</b>				
1.	Indian:				
2.	Individual	1593766	26.28	1893766	29.76
3.	Body Corporate	1821905	30.04	1821905	28.63
4.	Foreign Promoters				

	<b>Sub Total</b>	<b>3415671</b>	<b>56.33</b>	<b>3715671</b>	<b>58.39</b>
<b>B</b>	<b>Non-Promoters' Holding:</b>				
1.	Institutional Investors				
2.	Non-Institution:				
3.	Private Corporate Bodies				
4.	Directors and Relatives				
5.	Indian Public	2647757	43.66	2647757	41.60
6.	Others (Including NRIs)				
	<b>Sub Total (B)</b>	<b>2647757</b>	<b>43.66</b>	<b>2647757</b>	<b>41.60</b>
	<b>GRAND TOTAL (A+B)</b>	<b>6063428</b>	<b>100</b>	<b>6363428</b>	<b>100</b>

**4. The disclosures pursuant to Rule 14 (2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:**

The price of shares to be issued is determined based on the not less than following:

- (i) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

The Board of Directors of the company recommends the special resolution for approval of the members in the meeting.

The relevant books and documents are available for inspection during business hours of the Company till the date of the meeting.

**Registered Office:**

D-118, Industrial Area, Phase - VII

Mohali-160055

**Date: 01.09.2018**

**Place: Mohali**

**Jasjot Singh**

**Director**

By Order of the Board of Directors

**For Prism Medico & Pharmacy Limited**

**Gursimran Singh**

**Director**



**DIRECTORS' REPORT**

Dear Shareholders,

The Directors have pleasure in presenting their 16<sup>th</sup> Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2018.

**1. FINANCIAL RESULTS:**

The Financial results are briefly indicated below:

Particulars	Financial Year 2017-18 (Rs. In million)	Financial Year 2016-17 (Rs. In million)
Total Income	2095.81	1.53
Total Expenditure	2091.15	3.79
Profit/(Loss) before Taxation	<b>4.66</b>	<b>-2.25</b>
Current Tax	0.88	-
Deferred Tax	6.55	0.18
MAT Credit Entitlement	0.88	-
Profit/ (Loss) after Taxation	<b>-1.89</b>	<b>-2.27</b>

**2. REVIEW OF OPERATION:**

The Company has made profit of Rs. (189141.00)/- during the financial year. Your Director expects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

**3. DIVIDEND:**

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

**4. DEPOSITS:**

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

**5. PARTICULARS OF EMPLOYEES:**

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

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

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

**7. RELATED PARTY TRANSACTIONS :**

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure A in Form AOC-2 and the same forms part of this report.

**8. NUMBER OF MEETINGS:**

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

**01<sup>st</sup> April, 2017, 30<sup>th</sup> May, 2017, 12<sup>th</sup> June, 2017, 03<sup>rd</sup> August 2017, 22<sup>nd</sup> August 2017, 29<sup>th</sup> September 2017, 04<sup>th</sup> December 2017, 14<sup>th</sup> February 2018.**

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

**9. COMPOSITION OF COMMITTEES:**

During the F.Y 2017-18, Four **Audit Committee Meetings**, Four **Stakeholder Grievance Committee Meetings**, and One **Nomination and Remuneration Committee Meeting** were held and the Composition as on 31.03.2018 is as below:

AUDIT COMMITTEE	
Ms. Simmi Chabbra	Chairman & Independent Director
Ms. Charu Pareek	Member & Independent Director
Mr. Rishi Pal Panwar	Member & Independent Director

STAKEHOLDER GRIEVANCE COMMITTEE	
Ms. Simmi Chabbra	Chairman & Independent Director
Ms. Charu Pareek	Member & Independent Director
Mr. Rishi Pal Panwar	Member & Independent Director

NOMINATION AND REMUNERATION COMMITTEE	
Ms. Simmi Chabbra	Chairman & Independent Director
Ms. Charu Pareek	Member & Independent Director
Mr. Rishi Pal Panwar	Member & Independent Director

**10. BOARD EVALUATION:**

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

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

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

**B. INDEPENDENT DIRECTORS:**

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

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

**30<sup>th</sup> May 2017, 31<sup>st</sup> March 2018**

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

**C. APPOINTMENT OF DIRECTOR:**

The following Directors are appointed in the F.Y 2017-18:

1. Mr. Jasjot Singh - Director
2. Mr. Gursimran Singh - Director
3. Mr. Sehejbir Singh - Director
4. Ms. Simmi Chhabra - Independent Director
5. Mr. Rishi Pal Panwar - Independent Director

**D. CESSATION OF DIRECTOR:**

The following directors had resigned in the F.Y 2017-18:

1. Mr. Sachin Sharma - Director
2. Mr. Pallav Parajulee - Independent Director
3. Ms. Uma Pareek - Independent Director

**E. KEY MANAGERIAL PERSONNEL:**

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

- (i) Ms. Shipra Anand— Company Secretary & Compliance Officer
- (ii) Mr. Gursimran Singh—Chief Financial Officer

**12. SUBSIDIARIES:**

We have 1 subsidiary company as on 31<sup>st</sup> March, 2018. During the year, the Board of Directors (the Board) reviewed the affairs of material subsidiaries. We have, in accordance with Section 129(3) of the Companies Act, 2013 prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, the report on the performance and financial position of the subsidiary

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

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

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

- a) That in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2018 the applicable Ind accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2018 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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

**15. AUDITORS & AUDITORS REPORT:**

M/s Harjeet Parvesh & Company, Chartered Accountants, (Mohali) were appointed as Statutory Auditors for a period of five year(s). Their continuance of appointment and payment of remuneration is to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Your Board recommends ratification of appointment of the Statutory Auditors for the financial year ended on 31.03.2019.

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

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

**17. SECRETARIAL AUDIT REPORT:**

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Prince Chadha, Company Secretary as Secretarial Auditor of the Company for the financial Year 2017-18. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report. This report contains a qualification as mentioned below:

- *The Company is in the process of appointing Internal Auditor under the provisions of section 138 of Companies Act 2013 read with Rule 13 of [Companies \(Accounts\) Rules, 2014](#).*
- *The Company has not complied with Regulation 47 of The Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations 2015 and has not published notice regarding the intimation of Board meetings to consider quarterly unaudited financial results and quarterly unaudited financial results during the year ended 31st March, 2018.*

**18. EXTRACT OF ANNUAL RETURN:**

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

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

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

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

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

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

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

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

**22. STOCK EXCHANGES:**

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

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

**23. CORPORATE GOVERNANCE:**

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

**24. MANAGEMENT DISCUSSION ANALYSIS REPORT:**

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

**25. DEMATERILISATION OF SHARES:**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE730E01016 has been allotted for the Company. Further the Company does not have any Equity shares lying in the Suspense Account.

**26. ACKNOWLEDGEMENTS:**

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

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

**Registered Office:**

D-118, Industrial Area, Phase - VII

Mohali-160055

**Date: 01.09.2018**

**Place: Mohali**

**Jasjot Singh**  
Director

**Gursimran Singh**  
Director

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

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

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

No new technology was introduced during the Year ended 2017-18.

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

None.

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

Nil

**i. Earning- FOB value of Exports**

Nil

**ii. Outgo- CIF Value of Imports**

Nil

**Registered Office:**

D-118, Industrial Area, Phase - VII

Mohali-160055

**Date: 01.09.2018**

**Place: Mohali**

**Jasjot Singh**

**Director**

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

**Gursimran Singh**

**Director**

## ANNEXURE 'A' TO DIRECTORS' REPORT

**FORM NO. AOC -2**

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

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

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

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

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

SL. No.	Particulars	Details	
1	Name (s) of the related party & nature of relationship	Healthy Biosciences Pvt. Ltd	Ajooni Biotech Limited
2	Nature of contracts /arrangements /transaction	The company has come into the arrangements regarding the purchase/ sale of cattle feed and related products	The company has come into the arrangements regarding the purchase/ sale of cattle feed and related products
3	Duration of the contracts /arrangements /transaction	Effective date 12.06.2017	Effective date 12.06.2017
4	Salient terms of the contracts or arrangements or transaction including the value, if any	To carry on all transactions on arm's length basis.	To carry on all transactions on arm's length basis.
5	Date of approval by the Board	12.06.2017	12.06.2017
6	Amount paid as advances, if any	nil	nil
7	Date on which the special resolution was passed in General meeting as required under first proviso to section 188		

**Registered Office:**

D-118, Industrial Area, Phase - VII

Mohali-160055

**Date: 01.09.2018**

**Place: Mohali**

**Jasjot Singh**

**Director**

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

**Gursimran Singh**

**Director**

## ANNEXURE 'B' TO DIRECTORS' REPORT

## MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE  
FINANCIAL YEAR ENDED ON MARCH 31, 2018

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

## REGISTRATION AND OTHER DETAILS:

i.	CIN	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
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

## 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	51214	100%

## PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address Of The Company	CIN	Subsidiary	%of shares held
1.	Healthy Biosciences Private Limited	U24296PB2008PTC032037	Subsidiary w.e.f. 03.01.2017	100%

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

## CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2017)				No. of Shares held at the end of the year (31/03/2018)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	1694128	0	1694128	27.94	1694128	0	1694128	27.94	0
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp	2377500	0	2377500	39.21	2377500	0	2377500	39.21	0



e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	40,71,628	0	40,71,628	67.15	40,71,628	0	40,71,628	67.15	0
2) Foreign									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	0	0	0	0	0	0	0	0	0
2. Non Institutions	0	0	0	0					
a) Bodies Corp. (i) Indian (ii) Overseas									
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1057149	15	1057164	17.44	975971	15	975986	16.10	-1.34
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	455929	0	455929	7.52	761571	0	761571	12.56	5.04
c) Others(Specify) (Bodies Corporate,HUF,Foreign Individuals or NRI and Clearing Members)	478707	0	478707	7.89	254243	0	254243	4.19	-3.7
<b>Sub-total(B)(2)</b>	<b>1991785</b>	<b>15</b>	<b>1991800</b>	<b>32.85</b>	<b>1991785</b>	<b>15</b>	<b>1991800</b>	<b>32.85</b>	<b>0</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1991785</b>	<b>15</b>	<b>1991800</b>	<b>32.85</b>	<b>1991785</b>	<b>15</b>	<b>1991800</b>	<b>32.85</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>6063413</b>	<b>15</b>	<b>6063428</b>	<b>100.00</b>	<b>6063413</b>	<b>15</b>	<b>6063428</b>	<b>100</b>	<b>0</b>

i. SHAREHOLDING OF PROMOTERS:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	PARAMJEET KAUR	3,08,039	5.08	0	3,08,039	5.08	0	0
2.	CHARANJIT SINGH BHATIA	3,575	0.06	0	3,575	0.06	0	0
3.	GURSIMRAN SINGH	1,42,936	2.36	0	1,42,936	2.36	0	0
4.	GURMEET SINGH	6,85,721	11.31	0	0	0	0	-11.31
5.	JASJOT SINGH	5,53,857	9.13	0	1239578	20.44	0	11.31
6.	AJOONI BIOTECH PRIVATE LIMITED	19,72,143	32.53	0	19,72,143	32.53	0	0
7.	PUNJAB BIOTECHNOLOGY PARK LIMITED	4,05,357	6.69	0	4,05,357	6.69	0	0

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

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

I. SHAREHOLDING OF DIRECTORS & KMP

Sr. No	Director's, KMP / Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	GURSIMRAN SINGH	1,42,936	2.36	0	1,42,936	2.36	0	0
2.	JASJOT SINGH	5,53,857	9.13	0	1239578	20.44	0	11.31

**II. INDEBTEDNESS**

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

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

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

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

**B. REMUNERATION TO OTHER DIRECTORS:**

Particulars of Remuneration	Mr. Rishipal Panwar	Ms. Charu Pareek	Ms. Simmi Chhabra	Total Amount
<u>Independent Directors</u>	NIL	NIL	NIL	NIL
·Fee for attending board committee meetings				
·Commission				
·Others, please specify				
Total(1)	NIL	NIL	NIL	NIL
<u>Other Non-Executive Directors</u>				
·Fee for attending board committee meetings				
·Commission				
·Others, please specify				
Total(2)				
Total(B)=(1+2)	NIL	NIL	NIL	NIL
Total Managerial Remuneration	NIL	NIL	NIL	NIL
Overall Ceiling as per the Act (11% of the Net Profits of the Company)				

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel				Total
		Ms. Barkha Jain (01/04/17-02/05/17) (CS)	Ms. Anjali Aggarwal (02/06/17-31/01/18) (CS)	Ms. Shipra Anand (14/02/18-31/03/18) (CS)	Mr. Gursimran Singh (CFO)	
1.	Gross salary					
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	15,000	2,30,000	34,000	0.00	2,79,000
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	0.00	0.00	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	0.00	0.00
2.	Stock Option	0.00	0.00	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00	0.00	0.00
4.	Commission - as % of profit - others, specify	0.00	0.00	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00	0.00	0.00
6.	Total	15,000	2,30,000	34,000	0.00	2,79,000

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

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

**Form no. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For the Financial Year ended March 31, 2018**

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

To,  
The Members,  
PRISM MEDICO AND PHARMACY LIMITED

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

Based on our verification of the Companies books, papers, minutes book, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2018 complied with statutory provisions listed hereunder and also that company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

A. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **PRISM MEDICO AND PHARMACY LIMITED** ('the company') for the financial year ended March 31, 2018 according to the provisions of:

1. The Companies Act, 2013 (The Act) and the rules made there under;  
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:
  - a. As per section 138 of Indian Companies Act 2013 read with Rule 13 of [Companies \(Accounts\) Rules, 2014](#), certain class of companies are required to appoint Internal Auditors

*The Company is in the process of appointing Internal Auditor under the provisions of section 138 of Companies Act 2013 read with Rule 13 of [Companies \(Accounts\) Rules, 2014](#).*

2. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
4. 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 Commercials Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended upto date;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended upto date; and
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients as amended upto date;

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

- I. Secretarial standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the institute of company Secretaries of India;
- II. The Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations 2015 subject to following observation:  
*The Company has not complied with Regulation 47 of The Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations 2015 and has not published notice regarding the intimation of Board meetings to consider quarterly unaudited financial results and quarterly unaudited financial results during the year ended 31st March, 2018.*

During the period under review, the provision of the following Regulations (as enumerated in the prescribed format of Form MR-3) were not applicable to the Company:

- i. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- ii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014; and
  - v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
6. Based on the management representation made by the Company and its officers and documents produced before us and information provided to us, the Company has proper system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Guidelines and standards as applicable to the Company which 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 further report that the board of directors of the company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the relevant act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and 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 decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

**Place: Chandigarh**  
**Date: 27.08.2018**

**For P. CHADHA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARY**

**(PRINCE CHADHA)**  
**ACS 32856, CP 12409**

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

To,  
The Members,  
**PRISM MEDICO AND PHARMACY LIMITED**

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 the 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 representation about the compliance of law, rules, regulations and happening of event etc.
5. The compliance of provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verifications of procedures on test basis.
6. The Secretarial Audit reports is neither an assurances as to the future viability neither of Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

**Place: Chandigarh**  
**Date: 27.08.2018**

**For P. CHADHA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARY**

**(PRINCE CHADHA)**  
**ACS 32856, CP 12409**

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

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31<sup>st</sup> March 2018.

**INDUSTRY STRUCTURE, DEVELOPMENT:**

The Company has been established with the object financing. 2017-18 was a year of mixed growth for the domestic economy, which had, over the previous three years witnessed a series of domestic and external headwinds.

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

**SEGMENT-WISE PERFORMANCE:**

The Company trades in a single business segment.

**OPPORTUNITIES AND OUTLOOK:**

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

**Future Outlook**

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

**STRENGTH:**

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

**RISKS AND CONCERNS:**

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

**INFORMATION TECHNOLOGY**

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

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

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

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

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

**CAUTIONARY STATEMENT:**

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



**INDEPENDENT AUDITOR'S REPORT****To the Members of Prism Medico and Pharmacy Limited****Opinion**

We have audited the accompanying standalone Ind AS financial statements of M/s Prism Medico and Pharmacy Limited ('the company') which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in Equity 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) Ind AS 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 including Ind AS, of the state of affairs of the Company as at March 31, 2018, and its Profit , (including other comprehensive income), 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 there under, 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 judgment, 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 Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance ,including other comprehensive Income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

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 standalone Ind AS 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 IndAS Financial Statements**

Our responsibility is to express an opinion on these (Standalone) Ind AS financial statements based on our audit.

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

Our objectives are to obtain reasonable assurance about whether the Ind AS 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.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS 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 including other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account .
  - d) in our opinion, the aforesaid (Standalone) Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
  - e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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.

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**

**ACA Suprit Kaur**  
**Partner**  
**M.No 424986**

**Date: 30<sup>th</sup> May 2018**  
**Place: Mohali**

**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, 2018:

- 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 and no material discrepancies were noticed on physical verification.
- 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 GST, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 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, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) The Company has not taken any loans or borrowings from Financial Institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of CARO 2016 is not applicable to the company.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer or term loans. Hence reporting under clause (ix) of CARO 2016 is not applicable to the company.
- 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, no managerial remuneration has been paid or provided in the Books. Hence reporting under clause (xi) of CARO 2016 is not applicable to the company.
- 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. Hence reporting under clause (xiv) of CARO 2016 is not applicable to the company.

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 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**

**ACA Suprit Kaur**  
**Partner**  
**M.No 424986**

**Date: 30<sup>th</sup> May 2018**  
**Place: Mohali**

**ANNEXURE- B” to the Independent Auditor’s Report of even date on the Financial Statements of M/S PRISM MEDICO AND PHARMACY LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/s Prism Medico and Pharmacy Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

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

**Auditors’ Responsibility**

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

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

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

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, to the best of our information and according to the explanations given to us, 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, 2018 based on "the internal control over financial criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India."

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**

**ACA Suprit Kaur**  
**Partner**  
**M.No 424986**

**Date: 30<sup>th</sup> May 2018**  
**Place: Mohali**

PRISM MEDICO & PHARMACY LIMITED				
Balance Sheet as at 31 <sup>st</sup> March, 2018				
(Amount in Rupees)				
PARTICULARS	NOTE NO	AS AT 31 <sup>ST</sup> MARCH 2018	AS AT 31 <sup>ST</sup> MARCH 2017	AS AT 01 <sup>ST</sup> APRIL 2016
<b>I. EQUITY AND LIABILITIES</b>				
<b>(1) Shareholder's Funds</b>				
(a) Share Capital	1	60634280.00	60634280.00	19920000
(b) Reserves and Surplus	2	67180048.00	67369189.00	-3643648
(c) Money received against share warrants				
<b>(2) Share application money pending allotment</b>				
		-	-	
<b>(3) Non-Current Liabilities</b>				
(a) Long-term borrowings				
(b) Deferred tax liabilities (Net)		674275	18694	-
(c) Other Long term liabilities				
(d) Long term provisions				
<b>(4) Current Liabilities</b>				
(a) Short-term borrowings		88880.00	-	700000
(b) Trade payables		-	-	842520
(c) Other current liabilities	3	789150.00	2501531.00	711695
(d) Short-term provisions		-	-	
<b>TOTAL</b>		<b>129366633.00</b>	<b>1,30,523,694.00</b>	<b>18530567.00</b>
<b>II.ASSETS</b>				
<b>(1) Non-current assets</b>				
<b>(a) Fixed assets</b>				
(i) Tangible assets	4	1120551.00	15,66,634.00	25084
(ii) Intangible assets				
(iii) Capital work-in-progress				
(iv) Intangible assets under development				
(b) Non-current investments	5	112499940.00	9,99,99,990.00	-
(c) Deferred tax assets (net)				
(d) Long term loans and advances				
(e) Other non-current assets				
<b>(2) Current assets</b>				
(a) Current investments				
(b) Inventories	6	8854789.00	78,99,940.00	-
(c) Trade receivables		-	-	850350
(d) Cash and cash equivalents		401948.00	1,40,21,968.00	5901503
(e) Short-term loans and advances		6400524.00	70,35,162.00	11753630
(f) Other current assets		88880.00		
(g) MAT Credit Entitlement				
<b>TOTAL</b>		<b>129366633.00</b>	<b>1,30,523,694.00</b>	<b>18530567.00</b>
Summary of significant accounting policies				
Notes to Accounts				

For Prism Medico &amp; Pharmacy Limited

As per our separate report of even date attached FOR

HARJEET PARVESH & CO  
CHARTERED ACCOUNTANTS  
Sd/-Sd/-  
(JASJOT SINGH)  
DIRECTORSd/-  
(GURSIMRAN SINGH)  
DIRECTOR[SUPRIT KAUR]  
ACA  
M.No.424986Place: MOHALI  
Date: 30/05/2018

<b>PRISM MEDICO &amp; PHARMACY LIMITED</b>				
<b>Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March, 2018 (Amount in Rupees)</b>				
PARTICULARS	NOTE NO	AS AT 31 <sup>ST</sup> MARCH 2018	AS AT 31 <sup>ST</sup> MARCH 2017	AS AT 01 <sup>ST</sup> APRIL 2016
Revenue from operation	VII	20,95,81,054	8,70,000	8,50,350
Other Income		-	6,69,134	6,42,336
<b>Total Revenue</b>		<b>20,95,81,054</b>	<b>15,39,134</b>	<b>14,92,686</b>
<b>EXPENSES</b>				
Purchase of Stock In trade		20,72,69,864	78,99,940	8,42,520
Change in Inventories of FG	VIII	(9,54,849)	(78,99,940)	-
Financial Expenses	IX	1,880	1,113	172
Employee benefit Expenses	X	9,54,000	75,000	17,000
Depreciation & amortisation expenses	V	4,46,083	1,56,030	93,896
Other Expenses		13,97,636	35,61,170	6,22,097
<b>Total Expenses</b>		<b>20,91,14,614</b>	<b>37,93,313</b>	<b>15,75,685</b>
<b>Profit before exceptional &amp; extra ordinary items and Tax</b>		<b>4,66,440</b>	<b>(22,54,179)</b>	<b>(82,999)</b>
<b>Exceptional Items</b>				
<b>Profit before Tax</b>		<b>4,66,440</b>	<b>(22,54,179)</b>	<b>(82,999)</b>
<b>TAX EXPENSES :</b>				
1. Current Tax		88,880	-	-
2. Deferred Tax		6,55,581	18,694	-
MAT Credit Entitlement		88,880	-	-
<b>Profit (Loss) for the period from continuing operation</b>		<b>(1,89,141)</b>	<b>(22,72,873)</b>	<b>(82,999)</b>
<b>Less: Prior Period Items : Deferred Tax</b>		-	-	-
<b>Other Comprehensive Income</b>		-	-	-
		<b>(1,89,141)</b>	<b>(22,72,873)</b>	<b>(82,999)</b>
<b>Earning per Equity Share :</b>	XIV			
(1) Basic		<b>(0.03)</b>	<b>(0.37)</b>	<b>(0.04)</b>
(2) Diluted		<b>(0.03)</b>	<b>(0.37)</b>	<b>(0.04)</b>

For Prism Medico &amp; Pharmacy Limited

As per our separate report of even date attached FOR

HARJEET PARVESH & CO  
CHARTERED ACCOUNTANTS

Sd/-

Sd/-  
(JASJOT SINGH)  
DIRECTORSd/-  
(GURSIMRAN SINGH)  
DIRECTOR

[SUPRIT KAUR]

ACA

M.No.424986

Place: MOHALI  
Date: 30/05/2018



## Annexure to the Balance Sheet

(Amount in Rs.)

PARTICULARS	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
<b>Note - 1 Share Capital</b>				
<b>a) AUTHORISED SHARE CAPITAL</b>				
10000000 Equity Shares of Rs 10/- Each Previous Year	1,00,00,000		10,00,00,000	
	<b>1,00,00,000</b>		<b>10,00,00,000</b>	
<b>b) ISSUED SUBSCRIBED &amp; PAID UP SHARE CAPITAL</b>				
6063428 Equity Shares of Rs 10/- Each	6,06,34,280		6,06,34,280	
<b>Total</b>	<b>6,06,34,280</b>		<b>6,06,34,280</b>	
Issued, Subscribed & Paid up Share Capital in number comprises of:				
<b>(c) Statement of Changes in Equity</b>				
	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	No. of share	Amount	No. of share	Amount
Equity Shares at the beginning of the year	60,63,428	6,06,34,280	19,92,000	1,99,20,000
Add: Equity Shares allotted during the year	-	-	40,71,428	4,07,14,280
Equity Shares at the end of the year	<b>60,63,428</b>	<b>6,06,34,280</b>	<b>60,63,428</b>	<b>6,06,34,280</b>
<b>Shareholders holding more than 5% shares</b>				
	No of Shares		% of holding	
Ajoooni Biotech Pvt Ltd	19,72,143		32.53%	
Jasjot Singh	1239578		20.44%	
Punjab Biotechnology Park Ltd	4,05,357		6.69%	
Paramjeet Kaur	3,08,039		5.08%	
	<b>3925117</b>		<b>64.73%</b>	
<b>NOTE # 2</b>				
<b>Reserves and Surplus</b>				
	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
<b>a) Surplus</b>				
Profit Brought forward	6,73,69,189		(36,43,648)	
Add: Current year's Profit	(1,89,141)		(22,72,873)	
	67,180,048		(59,16,521)	
Add: Share Premium	-		7,32,85,710	
<b>Total</b>	<b>67,180,048</b>		<b>6,73,69,189</b>	
<b>Note No. III</b>				
<b>NON CURRENT LIABILITIES</b>				
	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
<b>a) Calculation of Deferred Tax Liability</b>				
W.D.V as per Companies Act	11,20,551		15,66,634	
W.D.V As Per Income Tax	11,90,441		15,06,136	
<b>Difference</b>	<b>(69,890)</b>		<b>60,498</b>	
<b>Deferred Tax @ 25.75%</b>	<b>(17,997)</b>		<b>18,694</b>	
Last year Deferred Tax Payable Adjusted	18,694		-	
Brought Forward Losses/Unabsorbed Depreciation	26,15,836		-	
Add: Current Year Loss	-		-	
<b>Total</b>	26,15,836		18,694	
<b>Deferred Tax Assets @ 25.75% on A/C of Total Losses</b>	<b>6,73,578</b>			
<b>Net Deferred Tax Liability/Asset</b>	<b>(6,74,275)</b>		<b>(18,694)</b>	

<b>b) Other Current Liabilities</b>		
(i) Other Liabilities	47,150	25,01,531
(ii) Expenses Payable	6,92,000	
(iii) TDS Payable	5,000	
(iv) Audit Fees Payable	45,000	
	<b>7,89,150</b>	<b>25,01,531</b>
<b>c.) Short Term Provisions</b>		
Provision for Income Tax	88,880	-
	<b>88,880</b>	<b>-</b>
<b>Note No. V</b>		
<b>NON CURRENT ASSETS</b>	<b>As at 31<sup>st</sup> March, 2018</b>	<b>As at 31<sup>st</sup> March, 2017</b>
<b>(a) Investments</b>		
Quoted Shares (valued at cost)	11,24,99,940	9,99,99,990
	<b>11,24,99,940</b>	<b>9,99,99,990</b>
<b>Details of Investments:</b>		
<b>Name of Body Corporate</b>		
Unquoted Shares of: - M/s Healthy Biosciences Pvt Ltd (10000000 Eq.Shares@ Rs 10 each i.e Rs 100000000)		
Quoted Shares of: - M/s Ajooni Biotech Pvt Ltd (Market value as on 31.03.2018 of 416665 Eq.Shares@ Rs 32.20 i.e. Rs 13416613.00)		
<b>Note No. VI</b>		
<b>CURRENT ASSETS</b>	<b>As at 31<sup>st</sup> March, 2018</b>	<b>As at 31<sup>st</sup> March, 2017</b>
<b>a) Inventories</b>		
(As per inventories taken, valued and certified by the management)		
Finished Goods / Traded Goods	88,54,789	78,99,940
	<b>88,54,789</b>	<b>78,99,940</b>
<b>b) Cash &amp; Cash equivalents</b>		
Cash-in-Hand	1,47,547	1,297
Cash at Bank	2,54,403	1,40,20,672
	<b>4,01,949</b>	<b>1,40,21,968</b>
<b>c) Short term loans and advances</b>		
(i) Advances to Suppliers	2,50,000	2,72,398
(ii) Other Loans and Advances:	57,00,000	63,38,340
(iii) Security Deposits	2,500	2,500
(iv) Balance with Revenue Authorities		
- GST Input	26,100	-
- Income Tax Refund	4,21,924	4,21,924
	<b>64,00,524</b>	<b>70,35,162</b>

## NOTE # IV

Assets	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Cost as on 01.04.2017	Additi on	Sale / Transfer	Cost as on 31.03.2018	As on 01.04.2017	For the Year	As on 31.03.2018	W.D.V as on 31.03.2018	W.D.V as on 31.03.2017
COMPUTER	441153	-	-	441153	191096	157936	349032	92121	250057
FUR & FIXTURE	1132591	-	-	1132591	336204	206184.59	542388.59	590202.41	796387
OFFICE EQUIP.	158000	-	-	158000	40516	52950.04	93466.04	64533.96	117484
GENERATOR	450000	-	-	450000	48169	29012.20	77181.20	372819.01	401831
PRINTER	17500	-	-	17500	16625	-	16625	875	875
<b>TOTAL</b>	<b>2199244</b>	-	-	<b>21,99,244</b>	<b>632610</b>	<b>446082.83</b>	<b>1078692.83</b>	<b>1120551.38</b>	<b>1566634</b>

## Annexure to the Profit &amp; Loss Statement

Particulars	For the Year Ended 31 <sup>st</sup> March 2018	For the Year Ended 31 <sup>st</sup> March 2017
<b>Note No. VII</b>		
<b>Revenue From Operation</b>		
<b>(i) Sale of Products:</b>		
(i) Agriculture Products	20,95,81,054	-
(ii) Consultancy Income	-	8,70,000
	<b>20,95,81,054</b>	<b>8,70,000</b>
<b>Other Income</b>		
(i) Interest	-	6,69,134
	-	<b>6,69,134</b>
<b>Note No. VIII</b>		
<b>CHANGES IN INVENTORIES</b>		
Finished Goods / Traded Goods		
Closing Stock	88,54,789	78,99,940
Less Opening Stock	78,99,940	-
	<b>9,54,849</b>	<b>78,99,940</b>
<b>Note No. IX</b>		
<b>Financial Expenses</b>		
Bank Charges	1,880	1,113
	<b>1,880</b>	<b>1,113</b>
<b>Note No. X</b>		
<b>Employee Benefit Expenses</b>		
(i) Salary, Wages & Allowances	9,54,000	75,000
	<b>9,54,000</b>	<b>75,000</b>
<b>Note No. XI</b>		
<b>Contingent Liabilities not provided for :</b>		
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

**Note No. XII**

With reference to INDAS-19 regarding 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.

**Note No. XIII**

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

**a.) Relationship**

i) Holding Company NONE

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

(i) Mr. Jasjot Singh

(ii) Mr. Gursimran Singh

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

a) Ajooni Biotech Pvt Ltd

Mr. Jasjot Singh

**Relationship:- Common Director**

b) Healthy Bioscience Pvt Ltd

**c. Related Party Transaction**

Description	2017-18	2016-17
<b>1. Transaction during the year</b>		
<b>With Healthy Bioscience Private Limited</b>		
Finance- Amt. borrowed & shares issued against the same		-
Purchases within the year	5,04,89,994.00	-
Sale made during the year	8,44,31,184.00	-
Collections Received	4,35,41,190.00	-
Repayment made against purchases	96,00,000.00	-
Expenses incurred by it on our behalf	-	13,41,190.00
<b>With Ajooni Biotech Pvt Ltd</b>		
Shares issued -416665 @ 20 Rs Premium	1,24,99,950.00	-
Purchases within the year	15,67,79,870.00	
Sale made during the year	12,51,49,870.00	
Repayment made against purchases	3,33,50,000.00	
Collections Received	14,90,000.00	
<b>With Director-Mr. Jasjot Singh</b>		
Expenses incurred by him on our behalf		5,00,000.00
Repayment made	5,00,000.00	-
<b>2. Rent paid to Healthy Biosciences Private Limited</b>	45,000.00	-
<b>3. Allotment of Shares</b>		
Mr Jasjot Singh		1,55,02,396.00
Mr Gursimran Singh		40,02,208.00
Punjab Biotechnology Park Ltd		1,13,49,996.00
Ajooni Biotech Ltd		5,52,20,004.00
<b>Total</b>	<b>51,78,77,058.00</b>	<b>8,79,15,794.00</b>

**Note No. XIV**

Earning per share is calculated as shown below :

Particulars	2017-18	2016-17
Profit available for Equity Shareholders	(1,89,141.02)	(22,72,873.33)
<b>For Basic Earning:</b>		
No. of Weighted Average Equity Shares	60,63,428.00	60,63,428.00
<b>For Diluted Earning:</b>		
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		
<b>Earning Per Share (Rs.):</b>	10.00	10.00
Basic	(0.03)	(0.37)
Diluted	(0.03)	(0.37)

**Note No. XV**

The Balance in the parties account whether debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts of the year end is ascertainable.

**Note No. XVI**

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) is Rs NIL

**Note No. XVII**

Details of Auditor Remuneration:

Audit fees

59,000.00

57,500.00

\*both the figures are inclusive of taxes

**Note No. XVIII**

The Company Does not Deals in Foreign Currency.

**Note No. XIX**

There is NIL amounts outstanding to Small Scale undertakings.

**Details of Micro, Small and Medium Enterprises Development Act, 2006 :**

	31.03.2018	31.03.2017
The Principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	NIL	NIL
The Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act,2006 along with amount of the payments made to suppliers beyond the appointed day during each Accounting year	NIL	NIL
The amount of interest due and payable for the period of delay in making payment( Which have been paid beyond appointed day during the year ) but without adding the interest specified under Micro Small and Medium Enterprises Development Act , 2006	NIL	NIL
The Amount of interest accrued and remaining unpaid at the end of each accounting period.	NIL	NIL
The Amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as deductible expenditure.	NIL	NIL

**Note No. XX:**

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.

**Note No. XXI: SIGNIFICANT ACCOUNTING POLICIES****1. APPLICATION OF NEW AND REVISED IND AS**

The company has adopted Indian Accounting Standards (IndAS) as notified by the Ministry of Corporate Affairs with effect from 01<sup>st</sup> April 2017, with a transition date of 01<sup>st</sup> 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 31<sup>st</sup> March 2018, be applied retrospectively and consistently for all financial years presented.

**2. SYSTEM OF ACCOUNTING**

These financial statements are prepared in accordance with Indian Accounting Standards (IndAs) for the first time notified under the Companies (Indian Accounting Standards) , Rules , 2015. Upto the Financial year ended 31<sup>st</sup> March 2017, the company prepared its financial statements as prescribed under section 133 of the companies Act, 2013 ('Act') read with Rule 7 of the companies (Accounts) Rules,2014, the provisions of the Act( to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**3. 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.

**4. PROPERTY , PLANT AND EQUIPMENT & DEPRECIATION****a) VALUATION OF PROPERTY , PLANT AND EQUIPMENT**

As per INDAS 16, Fixed Assets have been stated at original cost, net of GST inclusive of inward wherever eligible. Cost includes all expenses & other cost attributable to the project till date of Commissioning.

**b) DEPRECIATION/AMORTISATION**

- i. Depreciation is provided on Written down Value method assuming residual value as 5% of o/s as of 31.3.14 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%. The Policy of Company is to provide depreciation on Building and Plant & Machinery/ other fixed Assets of new projects from the date of start of commercial production/ put to use. Further in case of addition, depreciation has been provided on pro-rata basis commencing from the date on which the asset is commissioned.
- ii. **The Management estimates the useful lives for tangible fixed assets as follows:**

Plant and machinery	12 years
Furniture and fixtures	10 years
Vehicles	8 years
Computers	3 years
Office Equipments	5 years

**5. INVENTORIES**

As per INDAS 2, Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in, first-out principle. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

**6. RECOGNITION OF INCOME & EXPENDITURE**

- i. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company, the significant risks and rewards of ownership have been transferred to the buyer and the revenue can be reliably measured.
- ii. Sales are recognised as & when the goods are supplied and net of sales tax. 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.

**7. EMPLOYEE'S BENEFITS**

The retirement benefits of the employees include Provident Fund & ESI. Contribution to the PF & ESI is provided on Accrual basis.

**8. CASH FLOW STATEMENT**

As per INDAS-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 direct method.

**9. INCOME TAX**

As per IND AS 12, Income tax comprises current and deferred tax. Both have been calculated and considered in Financial Statements.

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.

Minimum Alternate Tax paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is recognised as an asset in the balance sheet when there is convincing evidence that the company will pay normal income tax during the specified period and it is probable that future economic benefits associated with it flow to the company.

**10. INVESTMENTS**

During the current financial year company has made investments in the shares of listed companies which are associates also to the company. As per INDAS-28,Accounting for Investments in Associates & Joint ventures , Investment is classified as Long Term Investments should be carried in the financial statements at cost; provision for dimunition shall be made to recognise a decline, other than temporary, in the value of investments, such reduction being determined and made for each investment individually.

**11. CONTINGENT LIABILITIES**

The Company has made the provision when there is present obligation as a result of past event where the out flow of economic resources is probable and a reliable estimate of the amount of obligation can be made as per IND AS 37.

**12. ROUNDING OFF**

All the figure have been rounded off to the nearest 10.

**For Prism Medico & Pharmacy Limited**

Sd/-  
(JASJOT SINGH)  
DIRECTOR

Place: MOHALI  
Date: 30/05/2018

Sd/-  
(GURSIMRAN SINGH)  
DIRECTOR

**As per our separate report of even date attached FOR  
HARJEET PARVESH & CO  
CHARTERED ACCOUNTANTS  
Sd/-**

[SUPRIT KAUR]  
ACA  
M.No.424986

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

	PARTICULARS	31-03-18 (Rupees)	31-03-17 (Rupees)
	Cash & Cash Equivalents as at beginning of year	14021968	5901504
<b>A</b>	<b><u>OPERATIONS</u></b>		
	<b>Cash Receipts From</b>		
	Customers	4,36,90,000	8,50,350
	Suppliers	6,38,346	9,47,316
	<b>Cash Paid for</b>		
	Inventory purchases	(4,29,50,000)	(78,99,940)
	General operating and administrative expenses (including Wage expenses)	(18,41,270)	(20,98,149)
	Financial Expenses	(9,095)	
	Security		
	TDS Paid	(1,48,050)	
	Income taxes		-
	<b>Net Cash Flow from Operations</b>	<b>(6,20,069)</b>	<b>(82,00,423)</b>
<b>B</b>	<b><u>INVESTING ACTIVITIES</u></b>		
	<b>Cash Receipts From</b>		
	Interest received from FDR		
	Sale of Fixed Asset		
	Loans /Deposits Recieved Back		47,18,468
	<b>Cash Paid for</b>		
	Making loans to other entities		
	Paid for Assets purchased		(16,97,580)
	Making investments	(1,24,99,950)	
	<b>Net Cash Flow from Investing Activities</b>	<b>(1,24,99,950)</b>	<b>30,20,888</b>
<b>C</b>	<b><u>FINANCING ACTIVITIES</u></b>		
	<b>Cash Receipts From</b>		
	Proceeds of Loan From Related Party		
	Issue of Equity Shares		1,40,00,000
	Proceeds of Loan From Bank		
	<b>Cash Paid for</b>		
	Repayment of loans to Bank		
	Repayment of loans to Related Party	(5,00,000)	(7,00,000)
	<b>Net Cash Flow from Financing Activities</b>	<b>(5,00,000)</b>	<b>1,33,00,000</b>
	<b>NET INCREASE IN CASH</b>	<b>(1,36,20,019)</b>	<b>81,20,465</b>
	<b>CASH &amp; CASH EQUIVALENTS AT END OF YEAR</b>	<b>4,01,949</b>	<b>1,40,21,969</b>



## INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS TO THE MEMBERS OF PRISM MEDICO AND PHARMACY LIMITED

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of M/S PRISM MEDICO AND PHARMACY LIMITED. ("the holding Company") and its subsidiary ("the Group") which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018, the Consolidated Statement of Profit and Loss(including other comprehensive Income), and the Consolidated Cash Flow Statement for the year then ended, notes to the Financial Statements and a summary of the significant accounting policies and other explanatory information . We have relied on the Audit report of its Subsidiary-Healthy Bioscience Private Limited since the standalone Audit of the same is not done by us.

### 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 Group 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 there under, 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 Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other Comprehensive Income and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Group's financial reporting process.

### Auditor's Responsibility for the audit of the Consolidated Financial Statements

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements

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

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

#### Other Matters

We did not audit the financial statements of the subsidiary company Healthy Biosciences Pvt. Ltd whose financial statements reflect total assets of Rs 128628555.00 as on 31<sup>st</sup> March 2018 and total revenue of Rs 153787839.00 for the year then ended. However the Healthy Biosciences Pvt. Ltd has become the subsidiary w.e.f. 03.01.2017. The financial statements of subsidiary company have been audited by other auditor whose report has been furnished to us by the management and our opinion is based solely on the report of other auditor.

#### Report on Other Legal and Regulatory Requirements

1. As required by 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 of the aforesaid consolidated financial statements;
  - b) In our opinion proper books of account as required by law relating to preparation of the afore said consolidated financial statements have been kept by the Company so far as appears from our examination of those books;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e) On the basis of the written representations received from the directors of the holding company as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 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 holding company does not have any pending litigations which would impact its financial position.
    - ii. The company does 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 Group.

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**

**ACA Suprit Kaur**  
**Partner**  
**M.No 424986**

**Date: 30<sup>th</sup> May 2018**  
**Place: Mohali**

**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 Group for the year ended March 31, 2018:

- 1) (a) The Group 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 Group.
- 2) (a) The Management has conducted Physical verification of inventory at reasonable intervals and no material discrepancies were noticed on physical verification.
- 3) The Group 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 Group and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the Group 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 Group 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 Group
- 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 GST, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities except ESI in case of subsidiary company. 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, 2018 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, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) The Group has not taken any loans or borrowings from Financial Institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of CARO 2016 is not applicable to the Group.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the Group has not raised moneys by way of initial public offer or further public offer or term loans . Hence reporting under clause (ix) of CARO 2016 is not applicable to the Group.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Group or on the Group 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, no managerial remuneration has been paid or provided in the Books. Hence reporting under clause (xi) of CARO 2016 is not applicable to the Group.
- 12) In our opinion, none of the company of the Group is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Group.
- 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 Group has not made any preferential allotment of shares or private placement of shares or fully or partly convertible debentures during the year under review. Hence reporting under clause (xiv) of CARO 2016 is not applicable to the Group.

15) Based upon the audit procedures performed and the information and explanations given by the management, the Group 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 Group and hence not commented upon.

16) In our opinion, the Group is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Group and hence not commented upon.

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**

**ACA Suprit Kaur**  
**Partner**  
**M.No 424986**

**Date: 30<sup>th</sup> May 2018**  
**Place: Mohali**

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

In conjunction with our audit of the Consolidated Financial Statements of the company as of and for the year ended 31st March 2018 we have audited the internal financial controls over financial reporting of Prism Medico And Pharmacy Limited("the Company") and its subsidiary company which is a company incorporated in India.

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

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

**Auditors' Responsibility**

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

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

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

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

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

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

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

**Opinion**

In our opinion, the Holding Company and its subsidiary company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Other Matters**

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

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**

**ACA Suprit Kaur**  
**Partner**  
**M.No 424986**

**Date: 30<sup>th</sup> May 2018**  
**Place: Mohali**

PRISM MEDICO & PHARMACY LIMITED				
Consolidated Balance Sheet as at 31 <sup>st</sup> March, 2018				
(Amount in Lacs)				
PARTICULARS	NOTE NO	AS AT 31 <sup>ST</sup> MARCH 2018	AS AT 31 <sup>ST</sup> MARCH 2017	AS AT 01 <sup>ST</sup> APRIL 2016
<b>I) ASSETS:-</b>				
<b>1. Non- Current Assets</b>				
a.) Property , Plant & Equipment	I	930.64	990.54	570.20
b.) Capital Work in Progress		-	-	189.98
c.) Intangible Assets		-	-	-
d.) Financial Assets				
i.) Investment Property	II	260.72	-	-
ii.) Other Financial Assets		2.33	2.33	1.85
iii.) Deferred Tax Asset		-	-	0.32
e.) Other Non-Current Assets		3.11	3.22	198.94
<b>Total Non Current Assets</b>		<b>1,196.80</b>	<b>996.09</b>	<b>961.29</b>
<b>2. Current Assets</b>				
a) Inventories	III	149.09	340.58	283.19
b.) Trade Receivables		-	71.06	73.38
c) Cash & Cash Equivalents		135.83	195.08	67.89
d) Short Term Loans and Advances		95.98	123.18	147.52
e.) Other Current Assets		2.25	0.27	0.42
<b>Total Current Assets</b>		<b>383.15</b>	<b>730.17</b>	<b>572.40</b>
<b>Total Assets</b>		<b>1,579.95</b>	<b>1,726.26</b>	<b>1,533.69</b>
<b>II) EQUITY AND LIABILITIES:-</b>				
<b>1. Equity</b>				
a) Equity Share Capital	IV	606.34	606.34	1,065.93
b) Other Equity	V	680.84	681.25	(29.79)
<b>Total Equity</b>		<b>1,287.18</b>	<b>1,287.59</b>	<b>1,036.14</b>
<b>2. Liabilities</b>				
<b>A.) Non - Current Liabilities</b>				
a.) Financial Liabilities	VI			
i.) Borrowings		-	298.57	285.32
ii.) Other Financial Liabilities		-	-	-
iii.) Other Non Current Liabilities		2.50	-	-
b.) Provisions				
c.) Deferred Tax Liability	II	7.49	0.27	-
<b>Total Non Current Liabilities</b>		<b>9.99</b>	<b>298.84</b>	<b>285.32</b>
<b>B.) Current Liabilities</b>				
a.) Financial Liabilities	VII			
i.) Borrowings		217.70	27.06	60.15
ii.) Other Financial Liabilities		10.72	36.16	49.24
iii.) Trade Payables		53.06	76.36	102.84
b.) Short Term Provisions		1.30	0.25	-
c.) Other Current Liabilities		-	-	-
<b>Total Current Liabilities</b>		<b>282.78</b>	<b>139.83</b>	<b>212.23</b>
<b>Total Equity &amp; Liabilities</b>		<b>1,579.95</b>	<b>1,726.26</b>	<b>1,533.69</b>

For Prism Medico &amp; Pharmacy Limited

As per our separate report of even date attached FOR

Sd/-  
(JASJOT SINGH)  
DIRECTORSd/-  
(GURSIMRAN SINGH)  
DIRECTORHARJEET PARVESH & CO  
CHARTERED ACCOUNTANTSSd/-  
(SUPRIT KAUR)Place: MOHALI  
Date: 30/05/2018ACA  
M.No.424986

PRISM MEDICO & PHARMACY LIMITED			
Consolidated Profit & Loss Statement for the year ended 31 <sup>st</sup> March, 2018			
(Amount in Lacs)			
PARTICULARS	NOTE NO	FOR THE YEAR ENDED 31 <sup>ST</sup> MARCH 2018	FOR THE YEAR ENDED 31 <sup>ST</sup> MARCH 2017
Continuing Operations			
Revenue from Operations	VIII	2,280.22	558.21
Other Income (Net)		4.26	7.31
<b>Total Revenue</b>		<b>2,284.48</b>	<b>565.52</b>
<b>EXPENSES</b>			
Raw Material Consumed	IX	-	397.04
Purchase of Stock In trade		1,948.16	86.35
Change in Inventories of FG	X	179.84	(70.01)
Excise Duty on Sale of Goods			30.72
Financial Expenses	XI	28.87	13.79
Employee Benefit Expenses	XII	21.06	28.47
Depreciation & Amortization Expenses	I	44.65	20.62
Other Expenses	XIII	55.10	79.79
<b>Total Expenses</b>		<b>2,277.67</b>	<b>586.77</b>
<b>Profit before exceptional &amp; extra ordinary items and Tax</b>		<b>6.80</b>	<b>(21.25)</b>
Exceptional Items		-	
<b>Profit before Tax</b>		<b>6.80</b>	<b>(21.25)</b>
<b>TAX EXPENSES :</b>			
1. Current Tax		1.30	0.25
2. Deferred Tax		7.22	0.60
MAT Credit Entitlement		1.30	0.25
<b>Profit (Loss) for the period from continuing operation</b>		<b>(0.42)</b>	<b>(21.85)</b>
Other Comprehensive Income		-	-
<b>Total Comprehensive Income for the period</b>		<b>(0.42)</b>	<b>(21.85)</b>
<b>Earning per Equity Share :</b>	XVII		
(1) Basic		<b>(0.01)</b>	<b>(0.36)</b>
(2) Diluted		<b>(0.01)</b>	<b>(0.36)</b>

For Prism Medico &amp; Pharmacy Limited

As per our separate report of even date attached FOR  
HARJEET PARVESH & COSd/-  
(GURSIMRAN SINGH)  
DIRECTORCHARTERED ACCOUNTANTS  
Sd/-  
[SUPRIT KAUR]Place: MOHALI  
Date: 30/05/2018ACA  
M.No.424986



**PRISM MEDICO AND PHARMACY LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT**

(Amount in Lakhs)

	PARTICULARS	31-03-18 (Rupees)
	Cash & Cash Equivalents as at beginning of year	195.08
<b>A</b>	<b><u>OPERATIONS</u></b>	
	<b>Cash Receipts From</b>	
	Customers	2281.14
	Suppliers	6.38
	<b>Cash Paid for</b>	
	Inventory purchases	(1864.37)
	General operating and administrative expenses (including Wage expenses)	(64.29)
	Financial Expenses	(2.07)
	Security	-
	TDS Paid	(1.48)
	Income taxes	(0.25)
	<b>Net Cash Flow from Operations</b>	<b>355.06</b>
<b>B</b>	<b><u>INVESTING ACTIVITIES</u></b>	
	<b>Cash Receipts From</b>	
	Interest received from FDR	
	Sale of Fixed Asset	7.80
	Loans /Deposits Recieved Back	
	<b>Cash Paid for</b>	
	Making loans to other entities	
	Paid for Assets purchased	
	Making investments	(260.72)
	<b>Net Cash Flow from Investing Activities</b>	<b>(252.92)</b>
<b>C</b>	<b><u>FINANCING ACTIVITIES</u></b>	
	<b>Cash Receipts From</b>	
	Proceeds of Loan From Related Party	190.64
	Issue of Equity Shares	
	<b>Cash Paid for</b>	
	Interest Paid	(28.85)
	Repayment of loans to Bank	(318.19)
	Repayment of loans to Related Party	(5.00)
	<b>Net Cash Flow from Financing Activities</b>	<b>(161.40)</b>
	<b>NET INCREASE IN CASH</b>	<b>(59.26)</b>
	<b>CASH &amp; CASH EQUIVALENTS AT END OF YEAR</b>	<b>135.82</b>

## Annexure to the Balance Sheet

## Note: I Property, Plant And Equipment

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2017	Addition During Year	Sale/ Adjustment	As at 31.03.2018	As on 01.04.2017	During the Year	Deletion/ Adjustments	Total	WDVAs at 31.03.2018	WDV As at 31.03.2017
Computers & Printers	7.34	-	-	7.34	4.69	1.58	-	6.27	1.07	2.65
Furniture & Fixture	27.22	-	-	27.22	7.81	3.60	-	11.41	15.80	19.40
Office Equipment	14.48	-	-	14.48	6.43	3.15	-	9.57	4.91	8.05
Plant & Machinery	461.05	-	20.72	440.33	17.76	29.81	5.47	42.10	398.23	443.29
Printer	0.18	-	-	0.18	0.17	-	-	0.17	0.01	0.01
Land	446.38	-	-	446.38	-	-	-	-	446.38	446.38
Building	36.67	-	-	36.67	5.20	1.20	-	6.40	30.27	31.47
Tools & Dies	7.01	-	-	7.01	2.17	0.84	-	3.01	4.00	4.84
Vehicle	34.81	-	-	34.81	8.47	3.66	-	12.13	22.68	26.34
Electrical Installations	4.39	-	-	4.39	0.26	0.42	-	0.68	3.71	4.13
Lab Equipments	4.08	-	-	4.08	0.10	0.39	-	0.49	3.59	3.98
<b>Grand Total</b>	<b>1,043.60</b>	<b>-</b>	<b>20.72</b>	<b>1,022.88</b>	<b>53.06</b>	<b>44.65</b>	<b>5.47</b>	<b>92.24</b>	<b>930.65</b>	<b>990.55</b>

(Amount in Lacs)

PARTICULARS	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Note No. II</b>			
<b>NON CURRENT ASSETS</b>			
d.) Financial Assets			
(i.) Investment Property			
Quoted Shares	260.72	-	-
(valued at cost)			
	<b>260.72</b>	<b>-</b>	<b>-</b>
<b>Details of Investments:</b>			
<b>Name of Body Corporate</b>			
Quoted Shares of:			
- M/s Ajooni Biotech Pvt Ltd			
(Market value as on 31.03.2018 of Eq.Shares is i.e. Rs 534 Lacs only)			
(ii) Other Financial Assets			
Security Deposits	2.33	2.33	1.85
	<b>2.33</b>	<b>2.33</b>	<b>1.85</b>
(iii.) Deferred Tax Asset			
Difference on account of Depreciation	67.01	46.49	19.28
Difference on A/C of Total Losses	39.14	45.63	20.33
Net Difference	27.87	0.86	(1.05)
<b>Net Deferred Tax Liability/(Asset) carried to B/Sheet</b>	<b>7.49</b>	<b>0.27</b>	<b>(0.32)</b>
(e.) Other Non Current Assets			
Unamortized Expenditure	-	1.41	197.38
MAT Credit Entitlement	3.11	1.81	1.56
	<b>3.11</b>	<b>3.22</b>	<b>198.94</b>

<b>Note No. III</b>			
<b>CURRENT ASSETS</b>			
<b>a) Inventories</b>			
(As per inventories taken, valued and certified by the management)			
Raw Material	-	211.18	230.76
Work-in-Progress	-	-	36.50
Finished Goods	-	27.51	-
Stock in Trade	137.84	79.00	-
Other Miscellaneous Stocks	9.15	12.15	5.73
Packing Material	2.10	10.74	10.20
	<b>149.09</b>	<b>340.58</b>	<b>283.19</b>
<b>b.) Trade Receivables</b>			
Unsecured and Considered Good	-	71.07	73.38
	<b>-</b>	<b>71.07</b>	<b>73.38</b>
<b>c) Cash &amp; Cash equivalents</b>			
Cash-in-Hand	31.07	3.41	8.83
Cash at Bank	104.23	191.67	59.05
Fixed Deposits	0.53	-	-
	<b>135.83</b>	<b>195.08</b>	<b>67.89</b>
<b>d) Short term loans and advances</b>			
(i) Advances to Suppliers	20.41	33.83	94.79
(ii) Other Loans and Advances	57.00	63.38	33.76
(iii) Balance with Revenue Authorities	18.57	25.96	18.39
(iv) Advance Income Tax	-	-	0.58
	<b>95.98</b>	<b>123.18</b>	<b>147.52</b>
<b>e.) Other Current Assets</b>			
Prepaid Expenses	0.05	0.27	0.42
Receivable against sale of machinery	2.01	-	-
Rent Recoverable	0.19	-	-
	<b>2.25</b>	<b>0.27</b>	<b>0.42</b>
<b>Note No. IV</b>			
<b>SHARE CAPITAL</b>			
<b>a) AUTHORISED SHARE CAPITAL</b>			
10000000 Equity Shares of Rs 10/- Each Previous Year	1,000.00	1,000.00	200.00
	<b>1,000.00</b>	<b>1,000.00</b>	<b>200.00</b>
<b>b) ISSUED SUBSCRIBED &amp; PAID UP SHARE CAPITAL</b>			
6063429 Equity Shares of Rs 10/- Each	606.34	606.34	1,065.93
	<b>606.34</b>	<b>606.34</b>	<b>1,065.93</b>

<b>(c) Statement of Changes in Equity</b>						
<b>PARTICULARS</b>	<b>As at 31.03.2018</b>		<b>As at 31.03.2017</b>		<b>As at 31.03.2016</b>	
	<b>No of Shares</b>	<b>Amount</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	60,63,428	6,06,34,280	19,92,000	1,99,20,000	19,92,000	1,99,20,000
Add: Equity Shares allotted during the year	-	-	40,71,428	4,07,14,280		
Equity Shares at the end of the year	<b>60,63,428</b>	<b>6,06,34,280</b>	<b>60,63,428</b>	<b>6,06,34,280</b>	<b>19,92,000</b>	<b>1,99,20,000</b>

Shareholders holding more than 5 % shares	No. of Equity shares	% of Holding
Ajooi Biotech Private Limited	1972143	32.53%
Jasjot Singh	1239578	20.44%
Punjab Biotechnology Private Limited	405357	6.69%
Paramjeet Kaur	308039	5.08%

PARTICULARS	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
<b>Note No. V</b>			
<b>OTHER EQUITY</b>			
a) Surplus			
Profit Brought forward	681.25	(29.79)	(35.61)
Add: Current year's Profit	(0.42)	(21.82)	5.82
	<b>680.84</b>	<b>(51.61)</b>	<b>(29.79)</b>
Add: Share Premium	-	732.86	-
<b>Total</b>	<b>680.84</b>	<b>681.25</b>	<b>(29.79)</b>
<b>Note No. VI</b>			
<b>A.) NON CURRENT LIABILITIES</b>			
a.) Financial Liabilities			
i.) Borrowings	-		
Unsecured Term Loans from NBFC (RBL Bank)		293.57	241.38
Unsecured Term Loans from Related Parties		5.00	43.94
ii.) Other Financial Liabilities	-	-	-
iii.) Other Non Current Liabilities	2.50	-	-
b.) Provisions	-	-	-
	<b>2.50</b>	<b>298.57</b>	<b>285.32</b>
<b>Note No. VII</b>			
<b>B.) CURRENT LIABILITIES</b>			
a.) Financial Liabilities			
i.) Borrowings			
Secured Working Capital Limits from Banks	125.16	27.06	60.16
Unsecured Loans from Banks	92.54	-	-
	<b>217.70</b>	<b>27.06</b>	<b>60.16</b>
b.) Other Financial Liabilities			
Current Maturities of Long Term Debts	-	24.62	21.54
Creditors other than Raw Materials	0.47	5.72	14.15
Expenses Payable	8.41	4.40	12.02
Statutory Liability	1.84	1.42	1.52
	<b>10.72</b>	<b>36.16</b>	<b>49.24</b>
c.) Trade Payables			
Due to Others	53.06	76.36	102.84
	<b>53.06</b>	<b>76.36</b>	<b>102.84</b>
d.) Short Term Provisions			
Provision for Income Tax	1.30	0.25	-
	<b>1.30</b>	<b>0.25</b>	<b>-</b>

## Annexure to the Profit &amp; Loss Statement

PARTICULARS	As at 31.03.2018	As at 31.03.2017
<b>Note No. VIII</b>		
<b>Revenue From Operation</b>		
<b>(i) Sale of Products:</b>		
(i) Sale of Products Manufactured	-	541.42
(ii) Sale of Products Traded	2,280.22	8.09
(iii) Consultancy Income	-	8.70
	<b>2,280.22</b>	<b>558.21</b>
<b>Other Income</b>		
(i) Interest	0.03	6.71
(ii) Rent Received	4.23	0.60
	<b>4.26</b>	<b>7.31</b>
<b>Note No. IX</b>		
<b>Cost of Material Consumed</b>		
Opening Stock of Raw Material	211.18	230.76
Add: Purchase of Raw Material	-	377.46
Less: Transferred to Stock in Trade	211.18	-
Less: Closing Stock	-	211.18
	<b>-</b>	<b>397.04</b>
<b>Note No. X</b>		
<b>CHANGES IN INVENTORIES</b>		
Finished Goods / Traded Goods		
Closing Stock of Finished Goods	-	27.51
Closing Stock of Traded Goods	137.85	79.00
Less Opening Stock of Finished goods	27.51	-
Less Opening Stock of Traded Goods	79.00	-
Less Opening Stock of Stock in Process	-	36.50
Less Transferred from Raw Materials	211.18	-
	<b>(179.84)</b>	<b>70.01</b>
<b>Note No. XI</b>		
<b>Financial Expenses</b>		
Bank Charges	0.02	0.01
Interest Expenses	27.76	12.37
Other Borrowings Costs	1.09	1.41
	<b>28.87</b>	<b>13.79</b>
<b>Note No. XII</b>		
<b>Employee Benefit Expenses</b>		
(i) Salary, Wages & Allowances	14.38	17.98
(ii) Salary to Directors	5.40	6.80
(iii) Contribution to Provident & Other Funds	0.76	2.60
(iv) Staff Welfare Expenses	0.52	1.09
	<b>21.06</b>	<b>28.47</b>
<b>Note No. XIII</b>		
<b>Other Expenses</b>		
Advertisement Expenses	0.42	-
Audit Fee	1.10	0.93
Custodian Charges	-	0.53
Discount & Rejection	2.46	0.05
Electricity Expenses	9.83	22.45
Freight Outward	0.25	0.55
Insurance Expenses	0.35	0.53
Job Charges	0.92	0.04

Legal & Professional Fee	3.57	20.73
Listing exp	2.88	3.02
Loss on Sale of Fixed Asset	7.45	-
Miscellaneous Expenses	0.07	0.14
Office Expenses	-	0.35
Packing Expenses	10.46	5.23
Pollution Treatment Expenses	0.11	0.27
Postage & Courier Expenses	0.10	0.53
Preliminary Expenses Written off	1.41	1.41
Printing & Stationery	0.97	0.32
Printing Charges	0.13	0.48
Office Rent	0.45	0.90
Rates & Taxes	0.07	0.98
Repair & Maintenance	0.15	0.82
Repair & Maintenance Others	0.02	0.95
ROC Exp.	0.54	8.51
Round off	-	0.00
Security Expenses	-	0.65
Stores & Spares	5.51	7.18
Telephone Expenses	0.77	0.88
Travelling & Conveyance	5.11	1.36
	<b>55.10</b>	<b>79.79</b>
<b>Contingent Liabilities not provided for :</b>		
a. Bank Guarantees in favour of M/s Ajooni Biotech Limited	454.00	454.00
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>Commitments:</b>		
a. Estimated Amount of Contracts remaining to be executed on capital account and not provided for	NIL	NIL
b. Uncalled Liability on shares and other investments partly paid	NIL	NIL
c. Other Commitments	NIL	NIL

**Note No. XV**

With reference to INDAS-19 regarding Employee Benefits, no provision has been made regarding Gratuity, Leave encashment & other retirement benefits & in absence of actuarial valuation there impact on financial statements are unascertainable.

**Note No. XVI**

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

**a.) Relationship****i. Joint Ventures and associates**

NIL

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

- (a) Mr. Jasjot Singh
- (b) Mr. Gursimran Singh
- (c) Mr. Charanjit Singh Bhatia
- (d) Smt. Shipra Anand

**iii) Relatives of Key Management Personnel**

- a.) Smt. Paramjeet Kaur
- b.) Smt. Ishneet Kaur
- c.) Smt. Upneet Kaur

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

- a) Ajooni Biotech Pvt. Ltd

Mr. Jasjot Singh

Relationship:- Common Director

<b>b. Related Party Transaction</b>		
<b>Description</b>	<b>2017-18</b>	<b>2016-17</b>
<b>1.Transaction during the year With Ajooni Biotech Pvt. Ltd</b>		
<b>Shares issued -416665 @ 20 Rs Premium</b>	125.00	-
Purchases within the year	1,941.24	-
Sale made during the year	2,182.56	231.64
Repayment made against purchases	333.50	
Collections Received	14.90	
<b>Directors Remuneration</b>	5.40	6.80
Expenses incurred by Jasjot Singh on our behalf	-	5.00
Repayment made to Jasjot Singh	5.00	-
Unsecured Loans Repaid		4.44
Salary	1.40	9.80
Corporate Guarantee	454.00	454.00
<b>2. Allotment of Shares</b>		
Mr. Jasjot Singh	-	155.02
Mr. Gursimran Singh	-	40.02
Punjab Biotechnology Park Ltd	-	113.50
Ajooni Biotech Ltd	-	552.20
	<b>5,063.00</b>	<b>1,572.43</b>
<b>Note No. XVII</b>		
<b>Earning per share is calculated as shown below :</b>		
Profit available for Equity Shareholders	(0.42)	(21.85)
<b>For Basic Earning:</b>		
No. of Weighted Average Equity Shares	60.63	60.63
<b>For Diluted Earning:</b>		
Effect of Diluted Equity Shares equivalent to Pending for Allotment	-	-
No. of Weighted Average of Diluted Equity Shares	60.63	60.63
Nominal Value of Equity Shares		
<b>Earning Per Share (Rs.):</b>	<b>10.00</b>	<b>10.00</b>
Basic	(0.01)	(0.36)
Diluted	(0.01)	(0.36)

**Note No. XVIII**

The Balance in the parties account whether debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts of the year end is ascertainable.

**Note No. XIX**

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) is Rs NIL

**Note No. XX**

	2017-18	2016-17
Details of Auditor Remuneration:		
Audit fees	1.30	0.93
*both the figures are inclusive of taxes		

**Note No. XXI**

The Group Does not Deals in Foreign Currency.

**Note No. XXII**

There is NIL amounts outstanding to Small Scale undertakings

**Details of Micro, Small and Medium Enterprises Development Act, 2006 :****2017-18****2016-17**

The Principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	NIL	NIL
The Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act,2006 along with amount of the payments made to suppliers beyond the appointed day during each Accounting year	NIL	NIL
The amount of interest due and payable for the period of delay in making payment (Which have been paid beyond appointed day during the year ) but without adding the interest specified under Micro Small and Medium Enterprises Development Act , 2006	NIL	NIL
The Amount of interest accrued and remaining unpaid at the end of each accounting period.	NIL	NIL
The Amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as deductible expenditure.	NIL	NIL

**Note No. XXIII:**

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.



## NOTE -XXIV SIGNIFICANT ACCOUNTING POLICIES

### 1. APPLICATION OF NEW AND REVISED IND AS

The group 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 Ind AS 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.

### 2. CONSOLIDATION OF FINANCIAL STATEMENTS

Consolidation of The Financial Statements have been done as per Indian Accounting Standard 27( INDAS 27). Group comprises of Prism Medico and Pharmacy Limited which is the Holding company and Healthy Biosciences Private Limited which is the Subsidiary company. Healthy Biosciences Limited has issued 10000000 equity shares of Rs 10 per share out of which 9999999 shares are held by Prism Medico and Pharmacy Limited .So , the percentage of Shares held by Holding company in Subsidiary company is almost 100%.The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the company and its subsidiary company is combined on a line by line basis by adding together the book value of like items of assets, liabilities, incomes and expenses after fully eliminating the intra group transactions in accordance with the Indian Accounting Standard 27 - " Consolidated Financial Statements".

b) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and are presented in the same manner as the company's standalone financial statements.

### 3. SYSTEM OF ACCOUNTING

These financial statements are prepared in accordance with Indian Accounting Standards (IndAs) for the first time notified under the Companies (Indian Accounting Standards), Rules, 2015. Upto the Financial year ended 31st March 2017, the group prepared its financial statements as prescribed under section 133 of the companies Act, 2013 ('Act') read with Rule 7 of the companies (Accounts) Rules,2014, the provisions of the Act( to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

### 4. 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 group 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.

### 5. PROPERTY , PLANT AND EQUIPMENT & DEPRECIATION

#### a) VALUATION OF PROPERTY , PLANT AND EQUIPMENT

As per INDAS 16, Fixed Assets have been stated at original cost, net of GST inclusive of inward wherever eligible. Cost includes all expenses & other cost attributable to the project till date of Commissioning.

#### b) DEPRECIATION/AMORTISATION

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

The Holding company has charged depreciation on fixed assets on Written down Value method assuming residual value as 5% of o/s as of 31.3.14 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%. The Policy of Company is to provide depreciation on Building and Plant & Machinery/ other fixed Assets of new projects from the date of start of commercial production/ put to use. Further in case of addition, depreciation has been provided on pro-rata basis commencing from the date on which the asset is commissioned

The Management estimates the useful lives for tangible fixed assets as follows:

Plant and machinery	12 years
Furniture and fixtures	10 years
Vehicles	8 years
Computers	3 years
Office Equipments	5 years
Building	30 years

#### 6. IMPAIRMENT OF FIXED ASSETS

Standard -36 issued by the ICAI of India. In the opinion of management, there is no impairment of the fixed assets of the group.

#### 7. INVENTORIES

As per INDAS 2, Inventories are measured at the lower of cost and net realizable value. The cost of inventories is based on the first-in, first-out principle. Cost includes all cost of purchase, all taxes & duties and other cost incurred in bringing the inventories to their present condition, but excludes duties and taxes that are subsequently recoverable from taxing authority. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

#### 8. BORROWINGS

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of Profit & Loss.

#### 9. PROVISIONS , CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources . Contingent Liabilities are not recognized but are disclosed in the notes if any. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### 10. RECOGNITION OF INCOME & EXPENDITURE

- Revenue is recognized to the extent that it is probable that the economic benefits will flow to the group, the significant risks and rewards of ownership have been transferred to the buyer and the revenue can be reliably measured.
- Sales are recognised as & when the goods are supplied and net of sales tax. However rebate & discount is being separately shown as other income.
- Expenses are accounted for on accrual basis and provision is made for all known losses and expenses

#### 11. EMPLOYEE'S BENEFITS

- Short -Term Employee Benefits: Employee benefits payable fully within 12 months of rendering the service are classified as short term employee benefit and are recognized in the period in which the employee renders the related service.
- Post Employment Benefits: Contributions to the Provident Fund, which is a defined contribution scheme, is recognized as an expense in the profit & loss account in the period in which the contribution is due.

#### 12. CASH FLOW STATEMENT

As per INDAS-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 group chose to prepare the cash flow statements using the direct method.

**13. INCOME TAX**

All the figures have been reported in LAKHS.

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 realised.

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 realised.

**14. INVESTMENTS**

During the current financial year company has made investments in the shares of listed companies which are associates also to the company. As per INDAS-28, Accounting for Investments in Associates & Joint ventures, Investment is classified as Long Term. Investments should be carried in the financial statements at cost; provision for diminution shall be made to recognise a decline, other than temporary, in the value of investments, such reduction being determined and made for each investment individually.

**15. CONTINGENT LIABILITIES**

The Company has made the provision when there is present obligation as a result of past event where the out flow of economic resources is probable and a reliable estimate of the amount of obligation can be made as per IND AS 37.

**16. All the figures have been reported in LAKHS**

For Prism Medico & Pharmacy Limited

Sd/-  
(GURSIMRAN SINGH)  
DIRECTOR

Place: MOHALI  
Date: 30/05/2018

As per our separate report of even date attached FOR  
HARJEET PARVESH & CO

CHARTERED ACCOUNTANTS  
Sd/-  
[SUPRIT KAUR]

ACA  
M.No.424986

**INDEPENDENT AUDITOR'S REPORT ON SUBSIDIARY'S FINANCIAL STATEMENTS****TO THE MEMBERS OF HEALTHY BIOSCIENCES PRIVATE LIMITED****Report on the Financial Statements****1. Report on the Financial Statements:**

We have audited the accompanying financial statements of **HEALTHY BIOSCIENCES (P) LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**2. Management's Responsibility for the Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed 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 control, 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.

**3. Auditors' Responsibility:**

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

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

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

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

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

**4. Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) In the case of the Balance Sheet, of the State of Affairs of the Company as at 31st March, 2018;
- b) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date, and
- c) In the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

**5. 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" 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 obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer **Note No. 2.26(a)** to the financial statements;
    2. The Company has made provision, as required under the applicable law or Indian accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**FOR DATTA SINGLA & CO.  
CHARTERED ACCOUNTANTS  
Firm Regn. No.006185N**

**(YOGESH MONGA)  
PARTNER  
M.NO.-099813**

**PLACE: CHANDIGARH  
DATE: 29.05.2018**

**ANNEXURE “A” TO THE AUDITORS’ REPORT****ANNEXURE REFERRED TO IN PARAGRAPH 5 OF OUR REPORT OF THE AUDITORS TO THE MEMBERS OF M/S HEALTHY BIOSCIENCES PRIVATE LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2018**

1. In respect of its fixed assets:
  - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. In respect of its inventory:
  - a) According to the information and explanations given to us, the stocks of Finished Goods, Stores, Spares and Raw Materials were physically verified at the year ended 31<sup>st</sup> March 2018.
  - b) As explained to us, the discrepancies noticed between the physical stock and the books records were not material and have been properly dealt with in the books of accounts.
3. The Company has not granted any loan, secured or unsecured, to Company, Firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, provisions of clause 3 (iii) of the Companies (Auditor Reports) Order 2016 are not applicable to the company.
4. In our opinion and according to information and explanations given to us, the Company has complied with provisions of section 185 and 186 of the Act in respect of loans and investments made.
5. According to the information and explanation given to us and the records of the Company examined by us, the company has not accepted any deposits from public. Hence provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not attracted.
6. According to the information and explanation given to us by the Management, the Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013.
7. According to the information and explanations given to us in respect of statutory dues:
  - a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Sales tax, Excise Duty, Value Added Tax, Cess and other material statutory dues as applicable with the appropriate authorities in India except Employee’s State Insurance.
  - b) According to the information and explanation given to us and records of the company examined by us, there are no dues of Service Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty, which are outstanding as at 31<sup>st</sup> March, 2018, which have not been deposited 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 repayment of dues to any Financial Institution, or Bank as at the balance sheet date. Further, the Company has not issued any debentures.
9. In our opinion and according to the information and explanations given to us, on an overall basis the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) & the term loans obtained during the year were utilized for the business purposes only.
10. According to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of audit.

11. According to the information and explanations given to us, 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 Act.
12. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company all transactions with the related parties are in compliance with section 177 and 188 of Act, and where applicable the details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards. We have been informed by the management of the Company that the transactions with related parties have been made in the ordinary course of its business and on an arm's length basis, auditors have relied on the same.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
16. According to information and explanations given to us, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

**FOR DATTA SINGLA & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 006185N**

**(YogeshMonga)  
PARTNER  
M.NO. 099813**

**PLACE: CHANDIGARH  
DATE :29.05.2018**

## Annexure “B” to the Auditors’ Report

### 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 HEALTHY BIOSCIENCES PRIVATE LIMITED** (“the Company”) as of 31 March 2018 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 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors’ Responsibility

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

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

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

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

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the 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 change in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR DATTA SINGLA & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGN. NO. 006185N**

**(YogeshMonga)  
PARTNER  
M.NO. 099813**

**PLACE: CHANDIGARH  
DATE :29.05.2018**

HEALTHY BIOSCIENCES PRIVATE LIMITED				
Balance Sheet as at 31 <sup>st</sup> March, 2018				
(Amount in Rupees)				
PARTICULARS	NOTE NO	AS AT 31 <sup>ST</sup> MARCH 2018	AS AT 31 <sup>ST</sup> MARCH 2017	AS AT 01 <sup>ST</sup> APRIL 2016
<b>II.ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	2.1	919.44	974.88	569.95
Capital work-in-progress		-	-	189.98
Intangible assets		-	-	-
Financial assets				
Investments	2.2	135.72	-	-
Other financial assets	2.3	2.30	2.30	1.22
Deferred Tax Assets	2.4	-	-	0.32
Other non-current assets	2.5	2.22	3.22	198.94
<b>Total Non Current Assets</b>		<b>1,059.68</b>	<b>980.40</b>	<b>960.41</b>
<b>Current assets</b>				
Inventory	2.6	60.55	261.58	283.19
Financial assets				
Investments	2.2	-	-	-
Trade receivables	2.7	-	84.48	64.88
Cash and cash equivalents	2.8	131.80	54.86	8.87
Loans	2.9	32.00	52.85	30.61
Other financial assets	2.3	2.25	0.27	0.42
Other current assets		-	-	-
<b>Total Current Assets</b>		<b>226.60</b>	<b>454.04</b>	<b>387.97</b>
<b>Total Assets</b>		<b>1,286.29</b>	<b>1,434.44</b>	<b>1,348.39</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	2.10	1,000.00	1,000.00	866.73
Other equity	2.11	9.04	7.56	6.65
<b>Total Equity</b>		<b>1,009.04</b>	<b>1,007.56</b>	<b>873.38</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
Financial liabilities				
Borrowings	2.12	-	293.57	278.32
Other financial liabilities	2.13	-	-	-
Other Non-Current Liability		2.50	-	-
Provisions		-	-	-
Deferred tax liabilities (net)		0.75	0.08	-
<b>Total Non-current liabilities</b>		<b>3.25</b>	<b>293.65</b>	<b>278.32</b>
<b>Current liabilities</b>				
Financial liabilities				
Borrowings	2.12	217.70	27.06	60.16
Trade payables	2.14	53.06	76.36	94.41
Other financial liabilities	2.13	2.83	29.56	42.12
Other current liabilities		-	-	-
Provisions	2.15	0.41	0.25	-
Current tax liabilities (net)		-	-	-
<b>Total Current liabilities</b>		<b>274.00</b>	<b>133.24</b>	<b>196.69</b>
<b>Total equity and liabilities</b>		<b>1,286.29</b>	<b>1,434.44</b>	<b>1,348.39</b>

HEALTHY BIOSCIENCES PVT. LTD.

As per our separate report of even date attached FOR FOR

(CHARANJIT SINGH)  
DIRECTOR  
DIN: 01954419(GURSIMRAN SINGH)  
DIRECTOR  
DIN: 02209675DATTA SINGLA & CO  
CHARTERED ACCOUNTANTS  
Firm Reg No 006185N  
[Yogesh Monga]  
Partner  
M.No.099813Place: Chandigarh  
Date: 29/05/2018

<b>HEALTHY BIOSCIENCES PRIVATE LIMITED</b>			
<b>Profit &amp; Loss Statement for the year ended 31<sup>st</sup> March, 2018</b>			
<b>(Amount in Rupees)</b>			
<b>PARTICULARS</b>	<b>NOTE NO</b>	<b>FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018</b>	<b>FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2017</b>
<b><u>Continuing Operations</u></b>			
Revenue from Operations	2.16	1,533.62	549.51
Other Income	2.17	4.26	0.62
		<b>1,537.88</b>	<b>550.14</b>
<b><u>EXPENSES:</u></b>			
Raw Material Consumed	2.18	-	397.04
Purchase of Stock in Trade (Traded Goods)	2.19	1,224.67	7.35
Changes in Inventories of Finished Goods, Stock in trade		189.39	8.99
Excise Duty on sale of Goods		-	30.72
Employees Benefits Expense	2.20	11.52	27.72
Finance Cost	2.21	28.85	13.78
Depreciation & Amortization	2.2	40.19	19.06
Other Expenses	2.22	41.11	44.17
		<b>1,535.73</b>	<b>548.82</b>
<b><u>Profit before exceptional items &amp; tax</u></b>		<b>2.15</b>	<b>1.31</b>
Exceptional items		-	-
<b><u>Profit/(Loss) before tax</u></b>		<b>2.15</b>	<b>1.31</b>
<b><u>Tax Expenses</u></b>			
Current Tax		0.41	0.25
Deferred Tax		0.66	0.41
Mat Credit Entitlement		(0.41)	(0.25)
<b><u>Profit for the year</u></b>		<b>1.49</b>	<b>0.91</b>
<b><u>Other Comprehensive Income</u></b>			
<b><u>Items that will be reclassified subsequently to profit or loss</u></b>			
<b>(Net of Tax)</b>			
<b><u>Total Comprehensive income for the period</u></b>		<b>1.49</b>	<b>0.91</b>
Earnings per equity share (Equity Shares of Re.10/- each fully paid up)			
Basic (Rs.)		0.01	0.01
Diluted (Rs.)		0.01	0.01

HEALTHY BIOSCIENCES PVT. LTD.

(CHARANJIT SINGH)  
DIRECTOR  
DIN: 01954419

Place: Chandigarh  
Date: 29/05/2018

(GURSIMRAN SINGH)  
DIRECTOR  
DIN: 02209675

As per our separate report of even date attached FOR FOR

DATTA SINGLA & CO  
CHARTERED ACCOUNTANTS  
Firm Reg No 006185N  
[Yogesh Monga]  
Partner  
M.No.099813

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

	PARTICULARS	31-03-18 (Rupees)	31-03-17 (Rupees)
<b>A</b>	<b>Cash Flow from Operating Activities:</b>		
	Profit for the year before Tax and Prior Period Items	2.15	1.31
	Adjustments for :		
	Depreciation	40.19	19.06
	Preliminary Expenses	1.41	1.41
	Interest Expense	28.85	13.78
	Interest Income	-	-
	Loss on sale of fixed assets	7.45	-
	<b>Operating Profit Before Prior Period Items and Working Capital Changes</b>	<b>80.04</b>	<b>35.55</b>
	Adjustment for Prior Period Income/(Expense)		(0.56)
	<b>Operating Profit Before Working Capital Changes</b>	<b>80.04</b>	<b>34.99</b>
	Adjustments for:		
	Trade and Other Receivables	84.48	(19.60)
	Inventories	201.03	21.61
	Loans and Advances	20.85	(23.32)
	Preoperative & Preliminary Expenses	-	(37.77)
	Other Current Liabilities	(2.11)	-(15.08)
	Other Financial Assets	(1.98)	0.15
	Trade and Other Payables	(23.31)	(18.04)
	Other non Current Liabilities	2.50	-
	<b>Cash Generated from Operations</b>	<b>361.51</b>	<b>(57.07)</b>
	Income Tax Paid	0.25	-
	<b>Net Cash from Operating Activities</b>	<b>361.26</b>	<b>(57.07)</b>
<b>B</b>	<b>Cash Flow from Investing Activities:</b>		
	Purchase of Fixed Assets/ Capital Work-In-Progress	-	(1.67)
	Investments	(135.72)	-
	Interest Received	-	-
	Sale proceeds of fixed assets	7.80	-
	<b>Net Cash (used)/Generated in Investing Activities</b>	<b>(127.92)</b>	<b>(1.67)</b>
<b>C</b>	<b>Cash Flow from Financing Activities:</b>		
	Proceed from Share Capital	-	133.27
	Proceeds/(Repayment) of Long Term Borrowings	(318.19)	18.33
	Proceeds/(Repayment) of Short Term Borrowings	190.64	(33.11)
	Interest Paid	(28.85)	(13.78)
	<b>Net Cash (Used)/Generated in Financing Activities</b>	<b>(156.39)</b>	<b>104.72</b>
	<b>Net Increase in Cash and Cash Equivalents (A)+(B)+( C)</b>	<b>76.94</b>	<b>45.99</b>
	<b>Opening Cash and Cash Equivalents</b>	<b>54.86</b>	<b>8.87</b>
	<b>Closing Cash and Cash Equivalents</b>	<b>131.80</b>	<b>54.86</b>

HEALTHY BIOSCIENCES PVT. LTD.

As per our separate report of even date attached FOR FOR

(CHARANJIT SINGH)

DIRECTOR

DIN: 01954419

Place: Chandigarh

Date: 29/05/2018

(GURSIMRAN SINGH)

DIRECTOR

DIN: 02209675

DATTA SINGLA &amp; CO

CHARTERED ACCOUNTANTS

Firm Reg No 006185N

[Yogesh Monga]

Partner

M.No.099813

**SIGNIFICANT ACCOUNTING POLICIES****1.1. Basis for preparation of financial statements**

- i. These financial statements have been prepared and presented to comply with the historical cost conventions in accordance with the Indian Generally Accepted Accounting Principles (GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.
- ii. All the Income & Expenditure are recognized on accrual basis.

**1.2 Use of Estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**1.3. Fixed Assets and Depreciation**

- i. Fixed Assets have been stated at cost, net of Cenvat/Value Added Tax/ GST availed, if creditable, but inclusive of attributable cost of bringing the asset to their working condition for their intended use and non creditable GST less depreciation and impairment loss, if any.
- ii. Depreciation is provided on SLM basis based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

**1.4 Impairment of Fixed Assets**

Fixed assets possessed by the company are treated as corporate assets and are not Cash Generating Unit as per Indian Accounting Standard-36 issued by the Institute of Chartered Accountants of India. In the opinion of management there is no impairment of the fixed assets of the company.

**1.5 Inventories****Raw materials, Stores and Spares and Packing material**

Raw materials, Stores and Spares and Packing material are valued at Lower of Cost and Net Realizable value. Cost in respect of raw materials is ascertained on First in First out basis. Cost includes all cost of purchase, all taxes & duties and other cost incurred in bringing the inventories to their present location and condition, but excludes duties and taxes that are subsequently recoverable from taxing authority.

**1.6 Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss.

**1.7 Provision for Current Tax and Deferred Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on balance sheet date.

**1.8 Revenue Recognition**

Revenue from product sales is stated exclusive of returns, inter-division transfers, and sales tax.

## 1.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

## 1.10 Employee Benefits

### i) Short Term Employee Benefits:

Employee benefits payable fully within twelve months of rendering the service are classified as short term employee benefit and are recognized in the period in which the employee renders the related service.

### ii) Post-Employment Benefits ( Defined Contribution Plans)

Contributions to the Provident Fund, which is a defined contribution scheme, is recognized as an expense in the profit and loss account in the period in which the contribution is due.

## 1.11 Accounting for Government Grants

Government Grants related to specific fixed assets are accounted for on receipt basis. Grants received are deducted from the gross value of fixed assets concerned in arriving at their book value.

Grants related to specific expense are booked on accrual basis and deducted from the related expense.

## Annexures to the Balance Sheet

## Note: 2.1

## Property, Plant And Equipment

Rs. In Lacs

Particulars	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As at 01.04.2017	Addition	Sale/Deletion	Pre-operative expenses capitalised	As at 31.03.2018	Upto 31.03.2017	Retained Earnings	During the Year	Deletion/Adjustments	Upto 31.03.2018	As at 01.04.2017	As at 31.03.2018
Land	446.38	-			446.38	-	-	-	-	-	446.38	446.38
Building	36.67	-			36.67	5.20	-	1.20	-	6.40	30.27	31.47
Computer	2.94	-			2.94	2.79	-	-	-	2.79	0.15	0.15
Vehicle	34.81	-			34.81	8.47	-	3.66	-	12.12	22.68	26.34
Electric Installation	4.39	-			4.39	0.26	-	0.42	-	0.68	3.71	4.13
Furniture & Fixture	15.89	-			15.89	4.45	-	1.54	-	5.99	9.90	11.44
Office Equipment	12.90	-			12.90	6.02	-	2.62	-	8.64	4.26	6.88
Plant & Machinery	456.55	-	20.71		435.84	17.28	-	29.53	5.47	41.35	394.49	439.27
Lab Equipement	4.08	-			4.08	0.10	-	0.39	-	0.48	3.60	3.99
Tools & Dies	7.01	-			7.01	2.17	-	0.84	-	3.02	3.99	4.84
<b>Grand Total</b>	<b>1,021.61</b>	<b>-</b>	<b>20.71</b>		<b>1,000.90</b>	<b>46.74</b>	<b>-</b>	<b>40.19</b>	<b>5.47</b>	<b>81.46</b>	<b>919.44</b>	<b>974.88</b>

## Note: 2.2

## Investments

Rs. In lacs

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>Non Current Investments</b>			
<b>Investment in Equity Instruments</b>			
<b>QUOTED</b>			
<b>Ajooni Biotech Limited</b>	135.72	-	-
(Market Value of share on 31.03.2018 is Rs. 400 lacs only)			
<b>Total</b>	<b>135.72</b>	<b>-</b>	<b>-</b>

**Note: 2.3**  
**Other Financial Assets**

Particulars	Rs. In lacs		
	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>Non Current</b>			
Security Deposits	2.30	2.30	1.22
<b>Total - "A"</b>	<b>2.30</b>	<b>2.30</b>	<b>1.22</b>
<b>Current</b>			
Prepaid Expenses	0.05	0.27	0.42
Receivable against sale of Machinery	2.01	-	-
Rent Recoverable	0.19	-	-
<b>Total - "B"</b>	<b>2.25</b>	<b>0.27</b>	<b>0.42</b>
<b>Total Other Financial Assets ("A" + "B")</b>	<b>4.55</b>	<b>2.57</b>	<b>1.63</b>

**Note: 2.4**  
**Deferred Tax (Asset)/Liability**

Particulars	Rs. In lacs		
	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
Deferred Tax Liabilities Arising On Account Of ---Depreciation	67.71	45.89	19.28
<b>TOTAL</b>	<b>67.71</b>	<b>45.89</b>	<b>19.28</b>
Deferred Tax Assets Arising On Account Of :			
Loss as per Income Tax Act	65.30	45.63	20.33
<b>TOTAL</b>	<b>65.30</b>	<b>45.63</b>	<b>20.33</b>
Net Deferred Tax Asset (A-B)	2.41	0.26	(1.05)
Net Deferred Tax Liability/(Asset) carried to Balance Sheet	0.75	0.08	(0.32)
<b>Net Deferred Tax Liability/(Asset)</b>	<b>0.75</b>	<b>0.08</b>	<b>(0.32)</b>

**Note: 2.5**  
**Other Non-Current Assets**

Particulars	Rs. In lacs		
	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
Unamortized Expenditure	-	1.41	197.38
Mat Credit Entitlement	2.22	1.81	1.56
	<b>2.22</b>	<b>3.22</b>	<b>198.94</b>

**Note: 2.6**  
**Inventory**

Particulars	Rs. In lacs		
	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
Raw Material	-	211.18	230.76
Work In Progress	-	-	36.50
Finished Goods	-	27.51	-
Stock in Trade	49.29	-	-
Other Miscellaneous Stocks	9.15	12.15	5.73
Packing Material	2.10	10.75	10.19
	<b>60.55</b>	<b>261.58</b>	<b>283.19</b>



**Note: 2.7****Trade Receivables**

Rs. In lacs

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>Unsecured</b>			
Considered Good	-	84.48	64.88
Considered Doubtful	-	-	-
	-	84.48	64.88
Less: Provision For Doubtful Debts	-	-	-
	-	<b>84.48</b>	<b>64.88</b>

**Note: 2.8****Cash & Cash Equivalents**

Rs. In lacs

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
Balance with Banks	101.70	51.46	0.26
Fixed Deposits	0.53	-	-
Cash In Hand (Incl Staff Imprest)	29.58	3.40	8.61
	<b>131.80</b>	<b>54.86</b>	<b>8.87</b>

**Note: 2.9****Loans**

Rs. In lacs

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
Advances Recoverable in Cash or Kind	17.91	31.11	15.79
Balances With Revenue Authorities	14.10	21.74	14.24
Advance Income Tax	-	-	0.58
	<b>32.00</b>	<b>52.85</b>	<b>30.61</b>

**Note: 2.10****Equity Share Capital**

Rs. In lacs

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>Authorised Share Capital</b> 1,00,00,000 Equity Shares Of Re. 10/- Each.	1,000.00	1,000.00	1,000.00
<b>Issued, Subscribed &amp; Paid up Capital</b> 2,23,74,253 Equity Shares Of Re. 10/- Each Fully Paid up	1,000.00	1,000.00	866.73
	<b>1,000.00</b>	<b>1,000.00</b>	<b>866.73</b>

**Note: 2.11****Other Equity**

Rs. In lacs

P Statement of Change in Equity (FY 2017-18)					
Particulars	Equity Share Capital	Other Equity			Total equity attributable to equity holders
		Security Premium	General Reserves	Retained Earnings	
Balance as at April 1, 2017	1,000.00	-	-	7.56	1,007.56
Less: Prior Period Items Restated/Revised Balance	1,000.00	-	-	-	-
Changes in equity for the year ended March 31, 2018				7.56	1,007.56
					-

Dividends (including corporate dividend tax)	-	-	-	-	-
Profit for the period	-	-	-	1.49	1.49
<b>Balance as at March 31, 2018</b>	<b>1,000.00</b>	-	-	<b>9.04</b>	<b>1,009.04</b>
<b>P Statement of Change in Equity (FY 2016-17)</b>					
Particulars	Equity Share Capital	Other Equity			Total equity attributable to equity holders
		Security Premium		Retained Earnings	
<b>Balance as at April 1, 2016</b>	866.73	-	-	6.65	873.38
Less: Prior Period Items Restated/Revised	-	-	-	-	-
<b>Balance</b>	<b>866.73</b>	-	-	<b>6.65</b>	<b>873.38</b>
<b>Changes in equity for the year ended March 31, 2017</b>	-	-	-	-	-
Shares issued/converted during the year	133.27	-	-	-	133.27
Dividends (including corporate dividend tax)	-	-	-	-	-
Adjustments	-	-	-	-	-
Profit for the period	-	-	-	0.91	0.91
<b>Balance as at March 31, 2017</b>	<b>1,000.00</b>	-	-	<b>7.56</b>	<b>1,007.56</b>

**Note: 2.12**  
**Borrowings**

Particulars	Rs. In lacs		
	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>Non Current Unsecured</b>			
<b>Term Loans</b>			
From NBFC	-	293.57	241.38
From Related Parties	-	-	36.94
	-	<b>293.57</b>	<b>278.32</b>
<b>Current Secured</b>			
<b>Working Capital Limits</b>			
From Banks	125.16	27.06	60.16
	-	-	-
<b>Unsecured</b>			
From Banks	92.54	-	-
	<b>217.70</b>	<b>27.06</b>	<b>60.16</b>
<b>Total Borrowings</b>	<b>217.70</b>	<b>320.62</b>	<b>338.48</b>

**Note: 2.13****Other Financial Liabilities**

Rs. In lacs

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
<b>Non Current</b>			
Others	-	-	-
	-	-	-
<b>Current</b>			
Current maturities of long -term debts	-	24.62	21.54
Creditors other than Raw Materials	-	2.14	9.70
Expenses Payable	1.04	2.49	9.56
Statutory Liability	1.79	0.31	1.32
	<b>2.83</b>	<b>29.56</b>	<b>42.12</b>
<b>Total Other Financial Liabilities</b>	<b>2.83</b>	<b>29.56</b>	<b>42.12</b>

**Note: 2.14****Trade Payable**

Rs. In lacs

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
Due to Others	53.06	76.36	94.41
	<b>53.06</b>	<b>76.36</b>	<b>94.41</b>

**Note: 2.15****Provisions**

Rs. In lacs

Particulars	As At March 31, 2018	As At March 31, 2017	As At April 1, 2016
Provision for Income Tax	0.41	0.25	-
	<b>0.41</b>	<b>0.25</b>	<b>-</b>

## Annexure to the Profit &amp; Loss Statement

Particulars	Year Ended 31 <sup>st</sup> March 2018	Year Ended 31 <sup>st</sup> March 2017
<b>NOTE 2.16</b>		
<b>Revenue From Operations</b>		
Sale of Products Manufactured	-	541.42
Sale of Traded Goods	1,533.62	8.09
	<b>1,533.62</b>	<b>549.51</b>
<b>NOTE - 2.17 "Other Income"</b>		
<b>Other Income</b>		
Interest On Fixed Deposits	0.03	0.02
Rent Received	4.23	0.60
	<b>4.26</b>	<b>0.62</b>
<b>NOTE - 2.18 "Raw Material Consumed"</b>		
Opening Stock	211.18	230.76
Add:- Purchase of Raw Material	-	377.45
	211.18	608.21
Less :- Transferred to Stock In Trade	211.18	-
Less :- Closing Stock	-	211.18
	<b>-</b>	<b>397.04</b>
<b>NOTE - 2.19 "Changes in Finished Goods, Stocks in Process &amp; Stock in Trade"</b>		
<b>Inventory (At Close)</b>		
Finished Goods	-	27.51
Stock in Process	-	-
Stock in Trade	49.29	-
	<b>49.29</b>	<b>27.51</b>
<b>Inventory (At Commencement)</b>		
Finished Goods	27.51	-
Stock in Process	-	36.50
Trasfered from Raw material	211.18	-
Stock in Trade	-	-
	238.69	36.50
	<b>189.39</b>	<b>8.99</b>
<b>NOTE - 2.20 "Employee Benefit Expenses"</b>		
Salaries, Wages, Bonus & Allowances	4.84	17.23
Salary To Directors	5.40	6.80
Contribution to Provident & Other Funds	0.76	2.60
Staff Welfare Expenses	0.52	1.09
	<b>11.52</b>	<b>27.72</b>
<b>NOTE - 2.21 "Financial Expenses"</b>		
Interest Expenses	27.76	12.37
Other Borrowing Costs	1.09	1.41
	<b>28.85</b>	<b>13.78</b>

Particulars	Year Ended 31 <sup>st</sup> March 2018	Year Ended 31 <sup>st</sup> March 2017
<b>NOTE - 2.22 "Other Expenses"</b>		
<b>Administrative Expenses</b>		
Auditors remuneration		
-As Statutory Auditor	0.60	0.35
Repair & Maintenance-Others	0.02	0.95
Insurance Expenses	0.35	0.53
Telephone Expenses	0.77	0.88
Printing & Stationery	0.04	0.11
Travelling & Conveyance Expenses	0.20	0.19
Legal & Professional Expenses	0.34	0.82
Electricity Expenses	9.83	22.45
Storers & Spares	5.51	7.18
Printing Charges	0.13	0.48
Repair & Maintenance	0.15	0.82
Packing Expenses	10.46	5.23
Job Charges	0.92	0.04
Security expenses	-	0.65
Miscellaneous Expenses	0.07	0.14
Pollution Treatment Expenses	0.11	0.27
Postage & Telegram	0.05	0.10
Rates & Taxes	-	0.98
Preliminary Expenses Written off	1.41	1.41
Discount & Rejection	2.46	0.05
Loss on sale of Fixed Asset	7.45	-
<b>Total - "A"</b>	<b>40.86</b>	<b>43.62</b>
<b>Selling Expenses</b>		
Freight & Cartage ( Out Ward)	0.25	0.55
<b>Total - "B"</b>	<b>0.25</b>	<b>0.55</b>
<b>Grand Total ("A+B")</b>	<b>41.11</b>	<b>44.17</b>

**NOTES ON ACCOUNTS:****2.23 The Detail of Shareholder Holding More Than 5% Equity Shares**

Particulars	AS AT 31.03.2018		AS AT 31.03.2017	
	Name Of Shareholder	No. Of Shares Held	% age Of Shareholding	No. Of Shares Held
Prism Medico and Pharmacy Limited	1,00,00,000	100	1,00,00,000	100

**Reconciliation of no. of shares outstanding is given below:**

Particulars	31.03.2018	31.03.2017
Equity shares at the beginning of the year	1,00,00,000	86,67,300
Issued during the year	-	13,32,700
Equity shares at the close of the year	1,00,00,000	1,00,00,000

**2.24 Unsecured Loans**

The Company has outstanding Unsecured Loan from RBL Bank.

**2.25** In the opinion of the management of the Company, there are no micro, small and medium enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2018. The information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of the information available with the Company and have been relied upon by the statutory auditors of the Company.

**2.26 a) Contingent Liabilities**

(Rs. In Lacs)

S.No.	Particulars	31.03.2018	31.03.2017
i)	Claims against the company not acknowledged as debts:- -Direct & Indirect Taxes	Nil	Nil
ii)	Bank Guarantees (in favour of M/s Ajooni Biotech Private Limited)	454.00	454.00
iii)	Other money for which the company is contingently liable	Nil	Nil

**b) Commitments**

S.No.	Particulars	31.03.2018	31.03.2017
i)	Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
ii)	Uncalled liability on shares and other investments partly paid	Nil	Nil
iii)	Other commitments	Nil	Nil

**2.27. Current Assets, Loans & Advances**

In the opinion of the management of the Company, the current assets, loans and advances are approximately of the value as stated, if realized in the ordinary course of business.

**2.28. Income Tax****Current Tax**

Provision for Income tax has been made as per the relevant rates and provisions of the Income-tax Act, 1961.

**Deferred Tax**

In compliance with Indian Accounting Standard (AS12) relating to "Accounting on Taxes on Income" issued by the Institute of Chartered Accountants of India, the Company has provided Deferred Tax Liabilities during the year aggregating to **Rs 66,436/-** and it has been recognized in the Statement Of Profit & Loss . In accordance with clause 29 of Indian Accounting Standard (AS12) Deferred tax Assets and Deferred tax liabilities have been set off. Deferred tax assets in respect of unabsorbed depreciation and losses under tax laws have been recognized in view of the continued and consistent profitability of the company.

**2.29. Related Party Disclosures**

Related party disclosures as required under Indian Accounting Standard (AS-24) on "Related Party Disclosures" issued under the Companies (Indian Accounting Standard) Rule 2006, as amended up to date, are given below: -

**a) Relationship****i) Joint Ventures and Associates**

NIL

**ii) Key Management Personnel (Managing Director/Whole-time directors)**

Sh. Charanjit Singh Bhatia

Sh. Gursimran Singh

Smt Shipra Anand

**iii) Relatives of the Key Management Personnel\***

Smt. Paramjeet Kaur

Smt. Ishneet Kaur

Smt. Upneet Kaur

**iv) Entities over which key management personnel/their relatives are able to exercise significant influence\***

Prism Medico and Pharmacy Ltd.

Ajooni Biotech Ltd.

\* With whom the company had transactions during the year.

**b) The following transactions were carried out with related parties in the ordinary course of business.  
(In Rs.)**

Sr. No.	PARTICULARS	YEAR ENDED 31.03.2018	YEAR ENDED 31.03.2017
i.	Directors Remuneration	5.40	6.80
ii.	Unsecured Loans - Accepted	-	-
iii.	Unsecured Loans - Repaid	-	4.44
iv.	Salary	1.40	9.80
v.	Sales of products-		
	Ajooni Biotech Limited	931.06	231.64
	Prism Medico And Pharmacy Ltd	504.90	-
vi.	Purchase of products-		
	Ajooni Biotech Limited	373.44	-
	Prism Medico And Pharmacy Ltd	844.31	-
vii.	Corporate Guarantee	454.00	454.00
viii.	Rent Received	1.05	0.60

## 2.30. Earning Per Share (EPS)

(In Rs.)

PARTICULARS	UNIT	YEAR ENDED 31.03.2018	YEAR ENDED 31.03.2017
Profit After Tax	Rs	148,568	90,721
No of Shares Outstanding			
Basic	Nos.	1,00,00,000	1,00,00,000
Diluted	Nos.	1,00,00,000	1,00,00,000
<b>No of Weighted Average equity shares</b>			
Basic	Nos.	1,00,00,000	95,10,735
Diluted	Nos.	1,00,00,000	95,10,735
<b>Nominal value of equity shares</b>	Re.	10	10
<b>Earnings per Share</b>			
-Basic	Rs.	0.01	0.01
-Diluted	Rs.	0.01	0.01

## 2.31 OPERATING SEGMENT

Operating Segment Disclosure				
Particulars	(Rs. In Lakhs)			
	Bath Fittings	Cattle Feed	Unallocable Items	Consolidated Total
	Current Year	Current Year	Current Year	Current Year
<b>REVENUE</b>				
External Sales	217.62	1,315.99	-	1,533.61
Inter Segment Sales	-	-	-	-
<b>Total Sales</b>	<b>217.62</b>	<b>1,315.99</b>	<b>-</b>	<b>1,533.61</b>
Misc. Income	-	-	-	-
<b>Segment Revenue</b>	<b>217.62</b>	<b>1,315.99</b>	<b>-</b>	<b>1,533.61</b>
Interest Income	-	-	0.02	0.02
Rent Income	-	-	4.23	4.23
<b>Total Revenue</b>	<b>217.62</b>	<b>1,315.99</b>	<b>4.25</b>	<b>1,537.86</b>
<b>RESULT</b>				
<b>Segment Result</b>	<b>(18.54)</b>	<b>116.01</b>	<b>4.26</b>	<b>101.73</b>
Unallocated Corp. Expenses	-	-	31.63	31.63
Interest Expense	-	-	27.76	27.76
<b>Profit Before Taxation</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.15</b>
Income Taxes	-	-	-	<b>0.66</b>
<b>Profit After Tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.49</b>
Segment Assets	566.47	540.65	-	1107.12
Unallocated Corp. Assets	-	-	179.16	179.16
<b>Total Assets</b>	<b>566.47</b>	<b>540.65</b>	<b>179.16</b>	<b>1286.28</b>
Segment Liabilities	53.06	-	-	53.06
Unallocated Corp. Liabilities			224.18	224.18
<b>Total Liabilities</b>	<b>53.06</b>	<b>-</b>	<b>224.18</b>	<b>277.24</b>
Depreciation	8.18	28.35	3.66	40.19



The primary and secondary reportable segments are business and geographic segments, respectively:-

**(a) Business Segments**

For management purposes the company is organized on a worldwide basis into two major reportable segments:

- (1) Bathroom Fittings & its parts
- (2) Cattle Feed Sale

The divisions are the basis on which the company reports its primary segment information. The 'Bathroom Fittings & its parts' segment produces broad range of Bathroom Taps & its accessories. The 'Cattle Feed' segment processes various agricultural inputs and sells it as Cattle Feed.

**(b) Geographical Segments**

Though the Company's business activity falls in two primary segments viz. "Bathroom Fittings and its parts" and "Cattle Feed" reportable as per Indian Accounting Standard -108 "Operating Segment", issued by The Institute of Chartered Accountants of India but it operates in a single geographical segment that is subject to same risk & return all over, so the segment does not qualify for the disclosure requirements of the above standard for secondary reportable segment on the basis of Geographical area, as such same has not been reported.

**(c) Segment revenues and expenses**

All segment revenues and expenses are directly attributable to the segments.

**(d) Segment assets and liabilities:**

Segment assets include all operating assets used by a segment and consist principally of operating cash, debtors, inventories and fixed assets, net of allowances and provisions which are reported as direct offsets in the balance sheet. While most such assets can be directly attributed to individual segments, the carrying amount of certain assets used jointly by two or more segments is allocated to the segments on a reasonable basis. Segment liabilities include all operating liabilities and consist principally of creditors and accrued liabilities. Segment assets and liabilities do not include deferred income taxes.

**(e) Inter-segment transfers:**

Segment revenue, segment expenses and segment result does not include transfers between business segments and between geographical segments. Therefore, Segment Reporting doesn't include any information on these.

**(f) Accounting policies:**

The accounting policies consistently used in the preparation of the financial statements are also applied to items of revenues and expenditure in individual segments.

**(g) Unallocable and Head office expenses**

General administrative expenses, office maintenance expenses, and other expenses that arise at the corporate level and relate to the Group as a whole, are shown as unallocable items.

**(h) Major Customer Information**

Information about the extent of its reliance on its major customers. Revenues from transactions with a single external customer amount to 10 per cent or more. The total amount of revenues from a two major customers is Rs. 931.06 and Rs. 504.90.

**2.32. Payment to Auditors**

(In Rs.)

PARTICULARS	2017-18	2016-17
Statutory Audit Fee	60,000	30,000
Service Tax/GST	10,800	4,500

**2.33. Raw Material Consumed**

(Rs in lacs)

Sr.No	Particulars	Value(Rs in lacs)	2017-2018 (%age)	Value (Rs in lacs)	2016-17 (%age)
1.	Imported	-	-	-	-
2.	Indigenous	-	-	397.04	100%

## 2.34. Expenditure in Foreign Currency

	Particulars	2017-18	2016-17
(a)	<b>CIF Value of Imports</b>		
1.	Raw Material (Rs in lacs)	-	-
2.	Capital Goods and Stores & Spares	-	-
(b)	<b>Expenditure in Foreign Currency – Others</b>	NIL	NIL
(c)	<b>Remittances in Foreign Currency</b>		
1.	Raw Material (Rs in lacs)	-	-
2.	Capital Goods	-	-
(d)	<b>Earnings in Foreign Currency- NIL</b>		

2.35. The figures in Balance Sheet and Statement of Profit & Loss have been reflected in nearest rupee.

**AUDITORS' REPORT**

As per Separate Report of even date annexed

**HEALTHY BIOSCIENCES PVT. LTD.**

(CHARANJIT SINGH)  
DIRECTOR  
DIN: 01954419

Place: Chandigarh  
Date: 29/05/2018

(GURSIMRAN SINGH)  
DIRECTOR  
DIN: 02209675

As per our separate report of even date attached FOR FOR

DATTA SINGLA & CO  
CHARTERED ACCOUNTANTS  
Firm Reg No 006185N  
[Yogesh Monga]  
Partner  
M.No.099813

**PRISM MEDICO & PHARMACY LIMITED**

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

**ATTENDANCE SLIP**

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

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting of the Company at D-118, Industrial Area, Phase VII, Mohali-160055, Thursday, 27<sup>th</sup> September, 2018 at 11.30 A.M.

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

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

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

Electronic Voting Event Number (EVEN)	USER I'D	PASSWORD
109640		

PRISM MEDICO & PHARMACY LIMITED  
D-118, Industrial Area, Phase VII, Mohali-160055.

## PROXY FORM

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

Name of the Company: PRISM MEDICO & PHARMACY LIMITED.

CIN: L51109PB2002PLC047444

Registered Office: D-118, Industrial Area, Phase VII, Mohali-160055.

Website: <http://www.prismmedico.com/>

Email: [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com)

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

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

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

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of Prism Medico & Pharmacy Limited to be held on the 27<sup>th</sup> day of September, 2018 at 11.30 A.M. on Thursday at D-118, Industrial Area, Phase VII, Mohali-160055\*: and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2018.
2.	Re-appointment of Mr. Jasjot Singh and Mr. Gursimran Singh who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of Harjeet Parvesh & Co. as Statutory Auditor of the Company
Special Business	
4.	Appointment of Mr. Sehejbir Singh As A Director of the Company
5.	Appointment of Ms. Simmi Chhabra As A Director of the Company
6.	Appointment of Mr. Rishi Pal Panwar As A Director of the Company
7.	Appointment of Mr. Sehejbir Singh As An Independent Director of the Company
8.	Appointment of Ms. Simmi Chhabra As An Independent Director of the Company
9.	Appointment of Mr. Rishi Pal Panwar As An Independent Director of the Company
10.	To Consider the Insert In Object Clause of the Memorandum of Articles of the Company
11.	To Change the name of the Company
12.	Issue of Partly Paid Equity Shares on a Preferential Allotment/Private Placement Basis to the Promoters

Affix  
Revenue  
Stamp

Signed this..... day of..... 2018

Signature of shareholder .....

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

**Notes:**

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

**BOOK-POST**

If undelivered please return to:

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