CIN : L51109PB2002PLC047444

Prism Medico And Pharmacy Limited

Reg. Office : D-118, Industrial Area, Phase VII, Mohali-160055
Tel: 0172-5020762
Email : investorgrievancewmcl@gmail.com
www.prismmedico.com

Date: 05.09.2019

To,	To,
Department of Corporate Services, BSE Limited P.J. Towers, Dalal Street, Mumbai – 400 001. **Scip Code: 512217** **ISIN : INE730E01016**	Listing Department, **Metropolitan Stock Exchange of India Ltd. (MSE)** Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098, India. **SYMBOL: PRISMMEDI**

Subject: Report and Accounts for the financial year ended 31st March, 2019

We enclose a copy of the Report and Accounts of the Company for the financial year ended 31st March, 2019 together with the Notice dated 30th August, 2019 convening the 17th Annual General Meeting of the Company on 30th September, 2019 at Mohali , in terms of Regulations 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Kindly take the same on your record.
Thanking You,

Yours Truly,

For, **PRISM MEDICO AND PHARMACY LIMITED**

Swati Pandey

(Swati Pandey)
Company Secretary
M. No. A54947

Enclo: As Above

PRISM MEDICO & PHARMACY LIMITED

ANNUAL REPORT 2018-19

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

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CORPORATE INFORMATION

Board of Directors	Mr. Gursimran Singh	- Executive Director
	Mr. Sehejbir Singh Bhatia	- Additional Director
	Ms. Charu Pareek	- Independent Director
	Mr. Rishi Pal Panwar	- Independent Director
	Ms. Simmi Chabbra	- Independent Director
Audit Committee	Ms. Simmi Chabbra	- Chairperson
	Ms. Charu Pareek	- Member
	Mr. Rishi Pal Panwar	- Member
Nomination and Remuneration Committee	Ms. Simmi Chabbra	- Chairperson
	Ms. Charu Pareek	- Member
	Mr. Rishi Pal Panwar	- Member
Stakeholder Grievance Committee	Ms. Simmi Chabbra	- Chairperson
	Ms. Charu Pareek	- Member
	Mr. Rishi Pal Panwar	- Member
Chief Financial Officer	Mr. Gursimran Singh	
Company Secretary & Compliance Officer	Ms. Swati Pandey (w.e.f 11.12.2018)	
Statutory Auditor	M/s Harjeet Parvesh & Co, Practicing Chartered Accountant	
Secretarial Auditor	M/s D.K. Chawla & Co., Practicing Company Secretary	
Registered Office	D-118, Industrial Area, Phase – VII, Mohali, Punjab-160055	
Branch Office	Office No. 6, Port Asia South Side, Kitab Mahal Fort, Mumbai- 400001	
Registrar and Share Transfer Agent	Purva Share Registry (India) Pvt. Ltd Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. r. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai- 400011. Maharashtra.	
Banker	Canara Bank, SCO: 56, Chandi Path Sector 30-C, Chandigarh-160030	

CONTENTS

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 17th ANNUAL GENERAL MEETING OF THE MEMBERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON MONDAY, 30th SEPTEMBER, 2019, AT 10:00 A.M. AT MOHALI INDUSTRIES ASSOCIATION, BAY NO.143-144 INDUSTRIAL AREA PHASE VII, MOHALI- 160055, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon..
2. To appoint a Director in place of Mr. Gursimran Singh (DIN: 02209675), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Harjeet Parvesh & Co., Chartered Accountants and fix their remuneration.

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

"**RESOLVED that** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Harjeet Parvesh & Co., Chartered Accountants (Firm's Registration No. 017437N), as the Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration plus applicable service tax and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

Item No. 4: To Regularize the appointment of Mr. Sehejbir Singh Bhatia (DIN: 07986072) as a Director of the Company

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

"**RESOLVED THAT** Mr. Sehejbir Singh Bhatia (DIN: 07986072), who was appointed as an Additional Director on the Board of Directors of the Company, pursuant to Section 161 of the Companies Act, 2013 with effect from June 17, 2019, to hold office up to the date of this Annual General Meeting, be and is hereby appointed a Director of the Company and his office will be liable to retirement by rotation."

Item No. 5: To disinvest in the Wholly Owned Subsidiary of the Company

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 section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off in one or more tranches, the entire investments i.e. 1 Crore shares held in Healthy Biosciences Private Limited, a wholly owned subsidiary company in Mohali, Punjab (India) to the purchasers and at the consideration not less than the amount as Board may finalize through the agreement and on such other terms and conditions as may be approved by the Board."

"RESOLVED FURTHER THAT for the purpose of implementation of this resolution, the Board be and is hereby authorized to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalizing the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution."

Item No. 6: Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose off, to mortgage/ create charges on the properties of the Company and in this regard

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporate and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounting scheme or in favour of trustees for debenture holders that may be appointed here after, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or non convertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer /assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees /lenders, up to a value of and within the overall limits of Rs.25 Crores (Rupees Twenty Five Crore Only)."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 7: Approval to the borrowing limits of the Company under section 180(1) (c) of the Companies Act, 2013

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 section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from Company's Banker in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the Company, provided however that the total amount so borrowed by the Board of Directors shall not exceed Rs. 25 Crore (Rupees Twenty Five Crore Only).

RESOLVED FURTHER THAT the board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

ITEM No. 8: To consider and approve Related Party Transactions under section 188 of the Companies Act, 2013

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

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

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

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

Date: 30.08.2019
Place: Mohali

Swati Pandey
Company Secretary & Compliance Officer

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 4, 5, 6, 7 and 8 of the accompanying Notice are annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 17th ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members. A Proxy Form is annexed in page no. 98 of this Annual Report.

3. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

4. As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to this Notice.

5. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.

6. Any Member desirous of receiving any information on the Financial Statements or operations of the Company is requested to forward his / her queries to the Company at the Registered Office at least seven working days prior to the AGM, so that the required information can be made available at the AGM.

7. 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.

8. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration)Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).

8. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport /Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified / submitted directly to their respective DPs.

9. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id.

10. 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.

11. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 had 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. As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. Additionally, for securities market transactions and/ or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares.

12. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.

13. Members are requested to kindly note that if physical documents *viz*. Demat Request Forms (DRF) and Share Certificates, etc. are not received from their DPs by the RTA within a period of 15 days from the date of generation of the Demat Request Number (DRN) for dematerialization, such DRN will be treated as rejected / cancelled. This step is taken on the

advice of NSDL and CDSL, so that no demat request remains pending beyond a period of 21 days from its lodgement. Upon rejection / cancellation of the DRN, a fresh DRF with new DRN has to be forwarded along with the Share Certificates by the DPs to the RTA. This note is only to caution Members that they should ensure that their DPs do not delay in sending the DRF and Share Certificates to the RTA after generating the DRN.

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

In case you have not registered your e-mail Id, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of shares held in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us to participate in the Green Initiative of the MCA and to protect our environment.

15. Members are requested to bring and produce their Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM venue.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at D-118, Industrial Area, Phase- VII, Mohali, Punjab – 160055. Inspection by the Members can be done on any working day between 11:00 a.m. and 1:00 p.m. up to the date of AGM of the Company and shall also be available at the venue of the AGM

17. Members may also note that the Notice of the 17th Annual General Meeting and the Annual Report for financial year 2018-2019 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.

18. **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.

A. In case a Member receives mail from NSDL:-

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

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

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

Step 2 : Cast your vote electronically on NSDL e-Voting system.
Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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

c) How to retrieve your 'initial password'?

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

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

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

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

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

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

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mrchechi@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@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 the steps mentioned 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*

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 Monday, 23rd September, 2019 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 Friday, 27th September, 2019 and will end at 5.00 p.m. on Sunday, 29th September, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September , 2019, 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 23rd September, 2019.

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. 23rd September , 2019, may obtain the login ID and password by sending an email to *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*.

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. M/s. M. R. Chechi & Associates, Practicing Company Secretaries have 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 48 hours of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.

XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL.

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

Date: 30.08.2019
Place: Mohali

Swati Pandey
Company Secretary & Compliance Officer

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

ITEM No. 4

Mr. Sehejbir Singh Bhatia (Mr. Sehejbir) was appointed as an Additional Director (Category: Executive Director) of the Company at the Board Meeting held on June 17, 2019. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of this AGM of the Company. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, pursuant to Section 152 of the Companies Act, 2013, the Rules framed thereunder read with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Nomination and Remuneration Policy of the Company, proposed the regularization of appointment of Mr. Sehejbir as a Director (Category: Executive Director) of the Company for the approval of Members by way of an Ordinary Resolution. The period of office of Mr. Sehejbir as the Director of the Company shall be liable to determination by retirement of directors by rotation at every AGM.

Mr. Sehejbir has done his graduation in Bsc FD in year 2014. After completing his studies he worked as merchandiser in a brand name Moda elementi for 3 and half year. After gaining a great experience there, he switched his job to a limited organization and worked for them as a Production Manager for 2 years. He has an experience of over 4 years in the business field and his professional guidance would be great help to the company. He has wide expertise in administrative.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No 4 of the accompanying Notice except to the extent of their shareholding in the company.

Considering the knowledge, experience and expertise of Mr. Sehejbir, the Board is of opinion that appointment of Mr. Sehejbir as an Executive Director of the Company shall be of immense benefit to the Company.

The Board recommends passing of Resolution No. 4 as an Ordinary Resolution for approval by the Members.
The statement of the particulars of Director seeking Appointment as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are as follows:.

Name of Director	Mr. Sehejbir Singh Bhatia
Date of Appointment	17.06.2019
Expertise in specific functional areas	He has an experience of over 4 years in the business field and his professional guidance would be great help to the company. He has wide expertise in administrative.
Qualification	Mr. Sehejbir has done his graduation in Bsc

	FD
List of other companies in which directorship is held as on March 31, 2019*	NIL
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director as on March 31, 2019*	NIL
Equity Shares held in the Company as on 31.03.2019	NIL
Relationship between Directors inter-se	Not Applicable

ITEM No. 5

The company proposes to disinvest its entire investment of 1 crore equity shares of Face Value of Rs. 10/- each in Healthy Biosciences Private Limited which is a wholly owned subsidiary Company of the Prism Medico & Pharmacy Limited. The Board keeping in view the hardship incurred as the subsidiary company has not received the expected growth, it feels that's its prudent to withdraw investment from the wholly owned Subsidiary and considers the proposed disinvestment in the best interest of the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders.

Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of the company shall exercise the power to sell, lease or otherwise dispose off the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

The Board recommends passing of Resolution No. 5 as a Special Resolution for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No 5 of the accompanying Notice except to the extent of their shareholding in the company.

ITEM No. 6

As per the provisions of section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company requires approval of shareholders to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertakings to a sum not exceeding Rs. 25 crores (Rupees Twenty Five Crores only)

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

The resolutions as set out in item no. 6 of this Notice are accordingly recommended for the approval of the Members as Special Resolution.

ITEM No. 7

As per the provisions of section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of aggregate of paid up share capital and free reserves. If the borrowing exceeds the above limits, the approval of the members of the Company in General Meeting by way of Special Resolution has to be obtained.

As you know that for business and operational purpose of Company, Company borrow funds and may borrow funds from time to time and so therefore it is required to obtain approval of members by way of special resolution in general meeting to authorize to the Board to borrow funds in excess of the paid up share capital and free reserves.

Your Board decided to increase the limit of borrow fund upto Rs. 25 crores (Rupees Twenty Five Crores only) and recommend passing of this resolution by way of Special Resolution.

None of the directors or their relative be deemed interested in the resolution.

ITEM No. 8

To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with the parties mentioned below. The quantity to be purchased from them will be based on actual price. The total value of the proposed transaction(s) could reach Rs.75 Crore during financial year 2019-20 in aggregate.

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

During the Financial Year 2018-19, your Company has entered into certain business transactions with the Companies, which are "Related Party" as defined under Section 2 (76) of the Companies Act, 2013 worth **Rs. 55,11,66,863/-.** The Corporation is also proposed to enter into certain business transactions with the same during Financial Year 2019-20.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2019-20.

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

a) Relationship-

(i) Holding Company – None

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

- **Mr. Gursimran Singh**
- **Mr. Sehejbir Singh**

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

a) Ajooni Biotech Ltd

b) Healthy Biosciences Pvt Ltd

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with the parties are as follows:

S. No	**Name of the Related Party**	**Nature of Transactions**	**Nature of Transactions**
01	Healthy Biosciences Private Limited	Wholly Owned Subsidiary of the Company	Contract for purchase and sale of goods shall be on a continuous basis.
02	Ajooni Biotech Limited	Promoter of the Company	Contract for purchase and sale of goods shall be on a continuous basis.
03	Mr. Jajsot Singh	Promoter of the Company	Expenses incurred by him on our behalf or any repayment made
04	Mr. Gursimran Singh	Executive Director and CFO of the Company	Expenses incurred by him on our behalf or any repayment made
05	Mr. Sehejbir Singh	Executive Director of the Company	Expenses incurred by him on our behalf or any repayment made

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

Date: 30.08.2019
Place: Mohali

Swati Pandey
Company Secretary & Compliance Officer

BOARD'S REPORT TO THE MEMBERS

Your Directors are pleased to present the 17th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2019.

1. FINANCIAL HIGHLIGHTS:

The Standalone Financial results are briefly indicated below:

Particulars	2018-19	2017-2018
Revenue from Operations	36,30,61,615	20,95,81,054
Other Income	21,87,442	-
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	32,01,520	9,14,403
Less: Depreciation/ Amortisation/ Impairment	2,66,990	4,46,083
Profit /loss before Finance Costs, Exceptional items and Tax Expense	29,34,530	4,68,320
Less: Finance Costs	2,264	1,880
Profit /loss before Exceptional items and Tax Expense	29,32,266	4,66,440
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	29,32,266	4,66,440
Less: Tax Expense		
• **Current Tax**	5,64,168	88,880
• **Deferred Tax**	6,31,785	6,55,581
• **MAT Credit Entitlement**	6,94,471	88,880
Profit /loss for the year	**36,94,354**	**(1,89,141)**

2. REVIEW OF OPERATION

Your Company has prepared the Financial Statements for the financial year ended March 31, 2019 in terms of Sections 129,133 and Schedule II to the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

During the financial year ended March 31, 2019, your Company recorded a turnover of Rs. 36,30,61,615 as compared to the turnover of Rs. 20,95,81,054 recorded during the previous financial year ended March 31, 2018. The Net Profit of your Company for the financial year ended March 31, 2019 stood at Rs. 36,94,354 as against the loss of Rs. 1,89,141 for the financial year ended March 31, 2018.

On a consolidated basis, your Company recorded a turnover of Rs. 5,442.80 Lakh during the financial year ended March 31, 2019 and achieved consolidated Net Profit of Rs. 4.02 Lakh for the said financial year.

3. CHANGE IN NATURE OF BUSINESS

There is no change in the nature of Business during the financial year 2018-19.

4. TRANSFER TO RESERVES

The company has transferred ₹Rs. 36.94 Lacs being the profit for the current financial year to Reserves & Surplus.

5. DIVIDEND

No dividend was declared for the current financial year due to conservation of profits and continued investment in the business.

6. SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2019 stands at Rs. 10 Crore divided into 1,00,00,000 equity shares of Rs. 10/- each. The Issued Share Capital of your Company is Rs. 6,06,34,280 divided into 60,63,428 equity shares of Rs. 10/- each and the Subscribed and Paid-up Share Capital is Rs. 6,06,34,280 divided into 60,63,428 equity shares of Rs. 10/- each, fully paid-up. There is no change in the share capital of the Company during the financial year 2018-19.

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

Subsequent to the end of the financial year on March 31, 2019 till date, there has been no material change and / or commitment which may affect the financial position of the Company.

8. ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS)

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

9. DEPOSITS

Your Company has not accepted any deposits, covered under Chapter V of the Companies Act, 2013 and hence, no details pursuant to Rules 8(v) and 8(vi) of the Companies (Accounts) Rules, 2014 are required to be reported.

10. 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.

11. 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.

12. RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2019, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder were in the 'ordinary course of business' and 'at arm's length' basis.
Your Company has a material subsidiary and the Company has formulated a Policy on Material Subsidiary which has been uploaded on the website of the Company at *www.prismmedico.com.*

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

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

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

13. NUMBER OF MEETINGS:

The Board has met Ten times during the financial year, the details of which are as under:
27th April, 2018, 30th May, 2018, 2nd July, 2018, 14th August 2018, 1st September 2018, 18th October, 2018, 14th November, 2018, 11th December 2018, 14th February 2019 and 30th March, 2019.

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

14. COMPOSITION OF COMMITTEES

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

a) **Audit Committee**

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

The committee met four times during the F.Y 2018-19:-

- 30.05.2018
- 14.08.2018
- 14.11.2018
- 14.02.2019

The Composition of the Audit Committee as on 31.03.2019 is as below:

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

b) **Nomination & Remuneration Committee**

The committee met Two times during the F.Y 2018-19:-

- 30.06.2018
- 10.12.2018

The Composition of the Nomination & Remuneration Committee as on 31.03.2019 is as below:

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

c) **Stakeholder Grievance Committee**

The Board of Directors of the Company constituted a Stakeholders Relationship Committee of the Board in terms of the requirements of Section 178 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 20 of the Listing Regulations.

The committee met Once during the F.Y 2018-19:-

- 29.03.2019

The Composition of the Stakeholder Grievance Committee as on 31.03.2019 is as below:

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

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. RE-APPOINTMENT OF DIRECTOR:

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

B. INDEPENDENT DIRECTORS:

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

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

28th March 2019

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:

No new Directors appointed during the Financial Year 2018-19.

D. CESSATION OF DIRECTOR:

No such instances during the year.

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 (14.02.2018 to 15.06.2018).
(ii) Ms. Swati Pandey - Company Secretary & Compliance Officer (w.e.f 11.12.2018).
(iii) Mr. Gursimran Singh—Chief Financial Officer.

16. SUBSIDIARIES:

The Company has one wholly owned subsidiary i.e. Healthy Biosciences Private Limited.

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

The Audited Consolidated Financial Statements (CFS) of your Company for the financial year ended March 31, 2019, prepared in compliance with the provisions of Ind AS issued by the Institute of Chartered Accountants of India (ICAI) and notified by the Ministry of Corporate Affairs (MCA), Government of India also forms part of this Annual Report.

During the financial year ended March 31, 2019, the Subsidiary Company recorded a turnover of Rs. 2,563.55 lakhs as compared to the turnover of Rs. 1,533.62 lakhs recorded during the previous financial year ended March 31, 2018. The Company had a loss of Rs. 32.92 lakh for the financial year ended March 31, 2019 as against the profit of Rs. 1.49 lakh for the financial year ended March 31, 2018.

17. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

a) That in the preparation of the annual accounts for the financial year ended 31st March, 2019 the applicable Ind accounting standards had been followed along with proper explanation relating to material departures.

b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.

c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,

d) The Directors had prepared the accounts for the financial year ended 31st March, 2019 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.

18. AUDITORS & AUDITORS REPORT:

In terms of the provisions of Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014 as amended, M/s. Harjeet Parvesh & Co., Chartered Accountants (Firm Registration No. 017437N) was appointed as the Auditors of the Company for a consecutive period of 5 (five) years from conclusion of the 15th AGM held in the year 2017 until conclusion of the 20th AGM of the Company scheduled to be held in the year 2022. Your directors propose to ratify their appointment for the Financial Year 2019-2020.

Your Company has received a confirmation that they hold a valid certificate issued by the Peer Review Board of the ICAI as required under the provisions of Regulation 33 of the Listing Regulations.

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

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

20. MECHANISM FOR EVALUATION OF BOARD

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

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

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

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

21. SECRETARIAL AUDIT REPORT:

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Board at its meeting held on 13th August, 2019 appointed **D.K. CHAWLA & CO**, Company Secretaries, as the Secretarial Auditors of the Company, to conduct the Secretarial Audit for the financial year ended March 31, 2019 and to submit Secretarial Audit Report in Form No. MR - 3. This report contains a qualification as mentioned below:

1. *Company has not appointed Internal Auditor as per Section 138 of the Companies Act, 2013. –*
   The Company is in the process of appointing the internal auditors so as to fill the vacancy in this regards.

2. *The Financial Statements of the Financial Year 2017-18 which were adopted by the Shareholder in 16th Annual General Meeting held on 27th September, 2018 were not prepared as per Schedule III of the Companies Act, 2013 and also were not signed as per Section 134 of the Companies Act, 2013. –*
   The financial statements for the financial year 2017-2018 were prepared and audited by the statutory auditors and the same were adopted in the 16th Annual General Meeting held on 27th September, 2018 and the same have been signed in terms of the Section 134 of the Companies act, 2013. It is further submitted that the CFO and CS expressed their inability to sign the said Financial Statements. However the annual Financial Statements for the financial year 2017-2018 have been signed by Mr. Gursimran Singh and Mr. Jasjot Singh and are in accordance with the provisions of Section 134 of the Act.

3. *The Notice of the Board meeting dated 01.09.2018 was not intimated to the Stock exchange on time by the company. –*
   The information regarding the Board Meeting held on 01/09/2018 could not be given to the stock exchange inadvertently.

4. *On 14th August, 2018 Board considered and approved the Unaudited Quarterly Results but the results submitted to Stock Exchange (including limited Review Report) are bearing 10th August, 2018 as the date of Approval.–*
   It was a typographical mistake and erroneously submitted to the exchange.

A copy of the Secretarial Audit Report received from **D.K. CHAWLA & CO.** in the prescribed Form No. MR-3 is annexed to this Board's Report.

22. QUALIFICATION, RESERVATION OR ADVERSE REMARK IN THE AUDITOR'S REPORTS

There is no qualification, reservation or adverse remark made by the Auditors in their Reports to the Financial Statements (both Standalone and Consolidated) or for the financial year ended March 31, 2019.

23. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to the Board Report and marked as ***Annexure C*** and the same is available on the website of the Company at ***www.prismmedico.com***

24. IMPLEMENTATION OF RISK MANAGEMENT POLICY:

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

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

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

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

26. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

The Company has formulated and communicated the Whistle Blower Policy to all its directors and employees and the same is posted on the Company's Website *www.prismmedico.com* (http://prismmedico.com/policy-whit.pdf)
Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

27. PREVENTION OF SEXUAL HARASSMENT AT WORK PLACES:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. Further, the Company has Internal Complaint Committees for various locations of the Company in compliance with the above mentioned Act and Rules. During the financial year 2018-19, No complaint was received.

28. 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.)

29. LISTING FEES:

The Annual Listing Fee for the financial year 2018-19 had been paid to those Stock Exchanges where the Company's shares are listed.

30. POSTAL BALLOT:

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

31. CORPORATE GOVERNANCE

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

32. NOMINATION AND REMUNERATION POLICY

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

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

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

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

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

The remuneration payable to Directors shall be governed by the ceiling limits specified under section 197 of the Companies Act, 2013. The remuneration policy for other senior management employees including key managerial personnel aims at attracting, retaining and motivating high caliber talent and ensures equity, fairness and consistency in rewarding the employees. The remuneration to management grade employees involves a blend of fixed and variable component with performance forming the core. The components of total remuneration vary for different employee grades and are governed by industry practices, qualifications and experience of the employees, responsibilities handled by them, their potentials, etc.

33. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

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

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

34. MANAGEMENT DISCUSSION ANALYSIS REPORT:

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

35. DEMATERILISATION OF SHARES:

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

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

36. MAINTENANCE OF COST RECORDS

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

37. TRANSFER TO IEPF:

There are no unclaimed funds or shares to be deposited to the Investor Protection and Education Fund as on 31.03.2019.

38. DISCLOSURES ON REMUNERATION OF DIRECTORS AND EMPLOYEES OF THE COMPANY

Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subsequent amendments thereto.

A statement containing the information of top ten employees in terms of remuneration drawn and particulars of every employee of the Company, who was in receipt of remuneration not less than the limits specified under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subsequent amendments thereto, and marked as **Annexure E**

39. TRADE RELATIONS

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

40. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

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

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

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

42. 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.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mohali	(Sehejbir Singh Bhatia)	(Gursimran Singh)
Date: 30.08.2019	Director	Director
	DIN - 07986072	DIN- 02209675
	#149, Near SBI College Road Malerkotla, Sangrur, Punjab- 148023	College Road Near SBI, (R), Malerkotla, Sangrur, Punjab- 148023

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

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

a. Conservation of Energy: ---N.A.---

Steps taken for conservation	**---N.A.---**
Steps taken for utilizing alternate sources of energy	**---N.A.---**
Capital investment on energy conservation equipments	**---N.A.---**

b) Technology Absorption: ---N.A.---

Efforts made for technology absorption	**---N.A.---**
Benefits derived	**---N.A.---**
Expenditure on Research &Development, if any	**---N.A.---**
Details of technology imported, if any	**---N.A.---**
Year of import	**---N.A.---**
Whether imported technology fully absorbed	**---N.A.---**
Areas where absorption of imported technology has not taken place, if any	**---N.A.---**

c) Foreign Exchange Earnings/ Outgo: ---N.A. ---

Earnings	**---N.A.---**
Outgo	**---N.A.---**

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mohali
Date: 30.08.2019

(Sehejbir Singh Bhatia)
Director
DIN - 07986072
#149, Near SBI College Road
Malerkotla, Sangrur,
Punjab- 148023

(Gursimran Singh)
Director
DIN- 02209675
College Road Near SBI, (R),
Malerkotla, Sangrur,
Punjab- 148023

ANNEXURE 'A' TO DIRECTORS' REPORT

FORM NO. AOC -2

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

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

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

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

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

S. No.	Name of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the Contracts or arrangements or transactions including the value, if any	Date(s) of approval by the board	Amount paid as advances if any

1.	Healthy Biosciences Private Limited (Subsidiary)	Business transactions (like sales, purchase payment received, etc.)	Transactions in normal course of business.	Sale and Purchase of Goods at Arm length Price. **Purchases:** Rs. 3,01,26,450/- **Sales:** 45,010,000/- **Collections Received:** Rs. 44,165,500/- **Repayment made against Purchases:** Rs. 38,278,850/- **Rent Paid:** Rs. 1,23,900/-	**30.05.2018**	**N.A.**
2.	**Ajooni Biotech Ltd**	Business transactions (like sales, purchase payment received, etc.)	Transactions in normal course of business.	**Purchases:** Rs. 16,76,65,975/- **Sales: Rs.** 7,39,14,870/- **Repayment made against purchases- Rs.** 11,71,70,168/- **Collections Received: Rs.** 34,711,150/-		
3.	**With Director-Mr. Jasjot Singh**	-	-	**Expenses incurred by him on our behalf – NIL**	-	-

3. Details of contracts or arrangements or transactions not in ordinary course of business:

SL. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	There are no such contracts or arrangements or transactions which are not in ordinary course of business.
2	Nature of contracts/arrangements/transaction	
3	Duration of the contracts/arrangements/transaction	
4	Salient terms of the contracts or arrangements or transaction including the value, if any	
5	Justification for entering into such contracts or arrangements or transactions'	
6	Date of approval by the Board	
7	Amount paid as advances, if any	
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188.	

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mohali
Date: 30.08.2019

(Sehejbir Singh Bhatia)
Director
DIN - 07986072
#149, Near SBI College Road
Malerkotla, Sangrur,
Punjab- 148023

(Gursimran Singh)
Director
DIN- 02209675
College Road Near SBI, (R),
Malerkotla, Sangrur,
Punjab- 148023

ANNEXURE 'B' TO DIRECTORS' REPORT

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries or Associate companies or Joint ventures

Part A: Subsidiaries

(Rs. In Lacs)

Sl.No.	Particulars	Healthy Biosciences Private Limited
1	The date since when subsidiary was acquired	03.01.2017
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	-
3	Share capital Authorised: Issued & Subscribed:	1,000
4	Reserves and surplus	(23.89)
5	Total assets	1,513.56
6	Total Liabilities	1,513.56
7	Investments	135.72
8	Turnover	2,563.55
9	Profit before taxation	(38.98)
10	Deferred Tax	6.06
11	Profit after taxation	(32.92)
12	Proposed Dividend	-
13	Extent of shareholding (in percentage)	100

Notes: 1. Names of subsidiaries which are yet to commence operations: None
2. Names of subsidiaries which have been liquidated or sold during the year: None

Part B: Associates and Joint Ventures

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

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

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

Notes: 1. Names of associates or joint ventures which are yet to commence operations: **None**

a. Names during the year of associates or joint ventures which have been liquidated or sold: **None**

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mohali
Date: 30.08.2019

(Sehejbir Singh Bhatia)
Director
DIN - 07986072
#149, Near SBI College Road
Malerkotla, Sangrur,
Punjab- 148023

(Gursimran Singh)
Director
DIN- 02209675
College Road Near SBI, (R),
Malerkotla, Sangrur,
Punjab- 148023

ANNEXURE 'C' TO DIRECTORS' REPORT

MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

[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 (01/04/2018)				No. of Shares held at the end of the year (31/03/2019)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	1694128	0	1694128	27.94	1474766	0	1474766	24.32	-3.62
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp	2377500	0	2377500	39.21	1148134	0	1148134	18.94	-20.27
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	**40,71,628**	**0**	**40,71,628**	**67.15**	**2622900**	**0**	**2622900**	**43.26**	**-23.89**
2) *Foreign*									
g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other….									
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. *Institutions*									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									

h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
2.Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas									
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	975971	15	975986	16.10	1087650	15	1087665	17.94	1.84
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	761571	0	761571	12.56	1389780	0	1389780	22.92	10.36
c) Others(Specify) (Bodies Corporate, HUF, Foreign Individuals or NRI and Clearing Members)	254243	0	254243	4.19	963083	0	963083	15.88	11.69
Sub-total(B)(2)	**1991785**	**15**	**1991800**	**32.85**	**3440513**	**15**	**3440528**	**56.74**	**0**
d) Total Public Shareholding (B)=(B)(1)+ (B)(2)	**1991785**	**15**	**1991800**	**32.85**	**3440513**	**15**	**3440528**	**56.74**	**0**
e) C. Shares held by Custodian for GDRs & ADRs	□	□	□	□	□	□	□	□	□
f) Grand Total (A+B+C)	**6063413**	**15**	**6063428**	**100.00**	**6063413**	**15**	**6063428**	**100**	**0**

i. SHAREHOLDING OF PROMOTERS:

S. N.	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	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	**PARAMJEET**	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	42574	0.70	0	-1.66
4.	**JASJOT SINGH**	1239578	20.44	0	1120578	18.48	0	-1.96
5.	**AJOONI BIOTECH LIMITED**	19,72,143	32.53	0	1027397	16.94	0	-15.59
6.	**PUNJAB BIOTECHNOLOGY PARK**	4,05,357	6.69	0	120737	1.99	0	4.69

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

Sr. no.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	4071628	67.16	4071628	67.16
	At the End of the year	2622900	43.25	2622900	43.26

iii. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S. No.	Name of the Director	Shareholding at the beginning of the year as on 01.04.2018		Date	Reason	Increase/Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	**Mr. Jasjot Singh**	1239578	20.44					1239578	20.44
				28.11.2018	Sell	20500	(0.03)	1219078	20.10
				30.11.2018	Sell	29000	(0.47)	1190078	19.63
				04.12.2018	Sell	49000	(0.81)	1141078	18.82
				27.12.2018	Sell	10200	(0.17)	1130878	18.65
				28.12.2018	Sell	10300	(0.17)	1120578	18.48
				31.03.2019	**At year end**	**1120578**	**18.48**	**1120578**	**18.48**
2.	**Mr. Gursimran Singh**	142936	2.36					0	0
				20.08.2018	Sell	25300	0.42	117636	1.94
				21.08.2018	Sell	26450	0.44	91186	1.50
				23.08.2018	Sell	25400	0.42	65786	1.08
				03.09.2018	Sell	23212	0.38	42574	0.70
				31.03.2019	**At year end**	**42574**	**0.70**	**42574**	**0.70**

I. INDEBTEDNESS

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

II. 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	NIL
	Total(A)	**NIL**	**NIL**	**NIL**
	Ceiling as per the Act	10% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)		

B. REMUNERATION TO OTHER DIRECTORS:

Particulars of Remuneration	**Mr. Rishipal Panwar**	**Ms. Charu Pareek**	**Ms. Simmi Chhabra**	**Mr. Sehejbir Singh**	**Total Amount**
Independent Directors ·Fee for attending board committee meetings	3,000	3,000	30,000	30,000	66,000
·Commission	-	-	-	-	-
·Others, please specify	-	-	-	-	-
Total (B)	**3,000**	**3,000**	**30,000**	**30,000**	**66,000**
Ceiling as per the Act	(1% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)				
Total Managerial Remuneration [Total (A) + Total (B)]					**66,000**

Overall ceiling as per the Act	(11% of Net Profits of the Company calculated under Section 198 of the Companies Act, 2013)

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

Sl. no.	Particulars of Remuneration	KEY MANAGERIAL PERSONAL		
		Ms. Swati Pandey 11/12/2018-31/03/2019) (CS)	Mr. Gursimran Singh (CFO)	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	45,000	0.00	45,000
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	0.00	0.00	0.00
	(c)Profits in lieu of salary under section 17(3) Income –tax Act,1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission - as % of profit - others, specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total	**45,000**	**0.00**	**45,000**

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.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mohali
Date: 30.08.2019

(Sehejbir Singh Bhatia)
Director
DIN - 07986072
#149, Near SBI College Road
Malerkotla, Sangrur,
Punjab- 148023

(Gursimran Singh)
Director
DIN- 02209675
College Road Near SBI, (R),
Malerkotla, Sangrur,
Punjab- 148023

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
CIN: L51109PB2002PLC047444
D-118, INDUSTRIAL AREA, PHASE VII,
MOHALI, PUNJAB-160055.

Dear Sir(s)

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

Based on our verification of the **M/s. PRISM MEDICO AND PHARMACY LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31/03/2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. PRISM MEDICO AND PHARMACY LIMITED** ("the Company") for the financial year ended on **31/03/2019** according to the provisions of:

I. The Companies Act, 2013 **(the Act)** and the Rules made there under;

II. The Securities Contracts (Regulation) Act, 1956 **('SCRA')** and the Rules made there under;

III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **N.A.**

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-

a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **N.A.**

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; N.A.

g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **N.A.**

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **N.A.** and

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.N.A.

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

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

ix. Trademark Act, 1999
x. Legal Metrology Act, 2009

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

i) The Institute of Company Secretaries of India has prescribed Secretarial Standards which are mandatory for the year 2018-19.

ii) The provisions of the Listing Agreements entered into by the Company with the Stock Exchanges.

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

5. Company has not appointed Internal Auditor as per Section 138 of the Companies Act, 2013.

6. The Financial Statements of the Financial Year 2017-18 which were adopted by the Shareholder in 16th Annual General Meeting held on 27th September, 2018 were not prepared as per Schedule III of the Companies Act, 2013 and also were not signed as per Section 134 of the Companies Act, 2013.

7. The Notice of the Board meeting dated01.09.2018 was not intimated to the Stock exchange on time by the company.

8. On 14th August, 2018 Board considered and approved the Unaudited Quarterly Results but the results submitted to Stock Exchange (including limited Review Report) are bearing 10thAugust, 2019 as the date of Approval.

2. We further report that

_ The Board of Directors of the Company is constituted with proper mix of Executive Directors, Non-Executive Directors and Independent Directors. There has been no change in the composition of the Board of Directors during the period under review.

_ Adequate notices as required to be given to all directors about the Board Meetings along with agenda and detailed notes thereon at least seven days in advance could not be produced and there does not exist a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

D.K. CHAWLA & CO.
(Company Secretaries)

Dasvinder Kaur
(Proprietor)
COP: 15232

PLACE: Ghaziabad
DATE: 29.08.2019

ANNEXURE 'D' TO DIRECTORS' REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2019.

INDUSTRY STRUCTURE, DEVELOPMENT:

The Company has been established with the object financing. 2018-19 was a year of mixed growth for the domestic economy, which had, over the previous three years witnessed a series of domestic and external headwinds.

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

SEGMENT-WISE PERFORMANCE:

The Company trades in a single business segment.

OPPORTUNITIES AND OUTLOOK:

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

Future Outlook

- Enhance accessibility in the regulated generics business.
- To unlock the true potential of huge investments
- Consolidate its presence in the business by focusing on regulated markets.
- Strategic entry in highly regulated markets.
- Expand relationships with 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.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mohali	(Sehejbir Singh Bhatia)	(Gursimran Singh)
Date: 30.08.2019	Director	Director
	DIN - 07986072	DIN- 02209675
	#149, Near SBI College Road	College Road Near SBI, (R),
	Malerkotla, Sangrur,	Malerkotla, Sangrur,
	Punjab- 148023	Punjab- 148023

ANNEXURE 'E' TO DIRECTORS' REPORT

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

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

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

Sl. No.	Name of Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage increase in Remuneration during the financial year
1.	Mr. Jasjot Singh	Whole-time Director	N.A.	**N.A.**
2.	Mr. Gursimran Singh	Director	N.A.	**N.A.**
3.	Mr. Gursimran Singh	Chief Financial Officer	N.A.	**N.A.**
4.	Ms. Swati Pandey *(w.e.f. 11.12.2018)*	Company Secretary & Compliance Officer	-	**-**
4.	Ms. Shipra Anand**	Company Secretary & Compliance Officer	-	**-**

** Mr. Swati Pandey was appointed with effect from December 11, 2018 and there was no subsequent increase in her remuneration during the financial year 2018-19.*

***Ms. Shipra Anand resigned from the position of the Company Secretary of the company on 15 June, 2018.*

Notes:

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

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

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

(ii) The percentage increase in the median remuneration of employees in the financial year 2018-19 was NIL.

(iii)It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2019, were as per the Nomination and Remuneration Policy of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mohali
Date: 30.08.2019

(Sehejbir Singh Bhatia)
Director
DIN - 07986072
#149, Near SBI College Road
Malerkotla, Sangrur,
Punjab- 148023

(Gursimran Singh)
Director
DIN- 02209675
College Road Near SBI, (R),
Malerkotla, Sangrur,
Punjab- 148023

RELATED PARTY DISCLOSURE

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

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mohali
Date: 30.08.2019

(Sehejbir Singh Bhatia)
Director
DIN - 07986072
#149, Near SBI College Road
Malerkotla, Sangrur,
Punjab- 148023

(Gursimran Singh)
Director
DIN- 02209675
College Road Near SBI, (R),
Malerkotla, Sangrur,
Punjab- 148023

Independent Auditor's Report

To

The Members of M/s 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, 2019, 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, 2019, 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 Ind AS 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, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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

FCA Harjeet Singh
Partner
M.No 095466

Date: 29.05.2019
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, 2019:

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 I86 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, 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, 2019 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 calsue (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 calsue (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 calsue (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

FCA Harjeet Singh
Partner
M.No 095466

Date: 29.05.2019
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, 2019 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, 2019 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

FCA Harjeet Singh
Partner
M.No 095466

Date: 29.05.2019
Place: Mohali

PRISM MEDICO & PHARMACY LIMITED
Balance Sheet as at 31st March, 2019

PARTICULARS	NOTE NO	AS AT 31.03.2019 Amount (in Rs)	AS AT 31ST 31.03.2018 Amount (in Rs)	AS AT 01.04.2017 Amount (in Rs)
I.ASSETS				
(1) Non-current assets				
a) Property , Plant & Equipment	I	8,53,561	11,20,551	15,66,634
b) Investment Property	II	9,99,99,990	11,24,99,940	9,99,99,990
(2) Current assets				
a) Inventories	III	96,15,535	88,54,789	78,99,940
b) Cash & Cash equivalents		11,75,820	4,01,948	1,40,21,968
c) Short term loans and advances		1,97,11,622	64,00,524	70,35,162
d) MAT Credit Entitlement		7,83,351	88,880	-
e) Trade Receivables		3,75,82,553	-	-
TOTAL		**16,97,22,431**	**12,93,66,633**	**13,05,23,694**
II. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
a) Equity Share Capital	IV	6,06,34,280	6,06,34,280	6,06,34280
b) Retained Earnings	V	7,08,74,402	6,71,80,048	673,69,189
(2)Non - Current Liabilities				
a) Deferred tax liabilities		42,490	6,74,275	18,694
(3)Current Liabilities				
a) Other Current Liabilities		19,25,783	7,89,150	25,01,531
b) Short Term Provisions	VI	5,64,168	88,880	-
c) Trade Payables		3,56,81,307	-	-
TOTAL		**16,97,22,431**	**12,93,66,633**	**13,05,23,694**

For PRISM MEDICO AND PHARMACY LIMITED.

Sd/-	Sd/-	Sd/-	Sd/-
Jasjot Singh	Gursimran Singh	Gursimran Singh	Swati Pandey
(Director)	(Director)	CFO	CS

Date: 29/05/2019
Place: Mohali

As per our separate report of even date attached
For Harjeet Parvesh & Co.
Chartered Accountants
Sd/-
Harjeet Singh
FCA
M.No. 095466

PRISM MEDICO & PHARMACY LIMITED
Statement of Profit & Loss Account for the year ended 31st March, 2019

PARTICULARS	NOTE NO	Figures for Current reporting period (Rs.)	Figures for Previous reporting period (Rs.)	Figures as on 1st April 2017
Revenue from operation	VII	36,30,61,615	20,95,81,054	8,70,000
Other Income		21,87,442	-	6,69,134
Total Revenue		**36,52,49,057**	**20,95,81,054**	**15,39,134**
EXPENSES				
Purchase of Stock In trade		35,28,17,485	20,72,69,864	78,99,940
Change in Inventories of FG	VIII	(7,60,746)	(9,54,849)	(78,99,940)
Financial Expenses	IX	2,264	1,880	1,113
Employee benefit Expenses	X	24,63,158	9,54,000	75,000
Depreciation & amortisation expenses		2,66,990	4,46,083	1,56,030
Other Expenses		75,27,640	13,97,636	35,61,170
Total Expenses		**36,23,16,791**	**20,91,14,614**	**37,93,313**
Profit before exceptional & extra ordinary items and Tax		29,32,266	4,66,440	(22,54,179)
Exceptional Items		-	-	-
Profit before Tax		**29,32,266**	**4,66,440**	**(22,54,179)**
TAX EXPENSES :				
1. Current Tax		5,64,168	88,880	-
2. Deferred Tax		6,31,785	6,55,581	18,694
MAT Credit Entitlement		6,94,471	88,880	-
Profit (Loss) for the period from continuing operation		**36,94,354**	**(1,89,141)**	**(22,72,873)**
Less: Prior Period Items :			-	
Deferred Tax		-		-
Other Comprehensive Income		-	-	-
		36,94,354	**(1,89,141)**	**(22,72,873)**
Earning per Equity Share :	XIV			
(1) Basic		**0.61**	**(0.03)**	**(0.37)**
(2) Diluted		**0.61**	**(0.03)**	**(0.37)**

For PRISM MEDICO AND PHARMACY LIMITED.

As per our separate report of even date attached
For Harjeet Parvesh & Co.
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Jasjot Singh	Gursimran Singh	Gursimran Singh	Swati Pandey	Harjeet Singh
(Director)	(Director)	CFO	CS	FCA

Date: 29/05/2019
Place: Mohali

M.No. 095466

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2019

	PARTICULARS	31.03.2019 (Rupees)	31.3.2018 (Rupees)
	Cash & Cash Equivalents as at beginning of year	4,01,949	1,40,21,968
A	**OPERATIONS**		
	Cash Receipts From		
	Customers	15,21,51,160	4,36,90,000
	Suppliers	2,44,56,198	6,38,346
	Cash Paid for		
	Inventory purchases	(16,90,91,723)	(4,29,50,000)
	General operating and administrative expenses	(72,68,200)	(18,41,270)
	(including Wage expenses)		
	Financial Expenses	(2,114)	(9,095)
	Security	-	-
	TDS Paid	(71,450)	(1,48,050)
	Income taxes	-	
	Net Cash Flow from Operations	**1,73,871**	**(6,20,069)**
B	**INVESTING ACTIVITIES**		
	Cash Receipts From		
	Interest received from FDR	-	-
	Sale of Fixed Asset	-	-
	Loans /Deposits Recieved Back	-	-
	Cash Paid for		
	Making loans to other entities	-	-
	Paid for Assets purchased	-	-
	Making investments	-	(1,24,99,950)
	Net Cash Flow from Investing Activities	**-**	**(1,24,99,950)**
C	**FINANCING ACTIVITIES**		
	Cash Receipts From		
	Proceeds of Loan From Related Party	6,00,000	-
	Issue of Equity Shares	-	-
	Proceeds of Loan From Bank	-	-
	Cash Paid for		
	Repayment of loans to Bank	-	-
	Repayment of loans to Related Party	-	(5,00,000)
	Net Cash Flow from Financing Activities	**6,00,000**	**(5,00,000)**
	NET INCREASE IN CASH	**7,73,871**	**(1,36,20,019)**
	CASH & CASH EQUIVALENTS AT END OF YEAR	11,75,820	4,01,949

For PRISM MEDICO AND PHARMACY LIMITED.

As per our separate report of even date attached

For Harjeet Parvesh & Co.
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Jasjot Singh	Gursimran Singh	Gursimran Singh	Swati Pandey	Harjeet Singh
(Director)	(Director)	CFO	CS	FCA

Date: 29/05/2019
Place: Mohali

M.No. 095466

NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS

PRISM MEDICO AND PHARMACY LTD

Note No.I

PROPERTY, PLANT & EQUIPMENT FORMING PART OF BALANCE SHEET AS ON 31.03.2019 as per Companies Act, 2013

S.N.	PARTICULARS	GROSS BLOCK AS ON 01-04-18	ADDITION DURING YEAR	SALE/ ADJUSTMENT	GROSS BLOCK AS ON 31.03.2019	DEP. AS ON 1.04.18	DEP. DURING YEAR	TOTAL	W.D.V AS ON 31.03.2019	W.D.V AS ON 31.03.18
1	Computers & Printers	4.41	-	-	4.41	3.49	0.58	4.07	0.34	0.92
2	Furniture & Fixture	11.33	-	-	11.33	5.42	1.53	6.95	4.38	5.90
3	Office Equipment	1.58	-	-	1.58	0.93	0.29	1.22	0.35	0.64
4	Generator	4.50	-	-	4.50	0.77	0.27	1.04	3.45	3.73
5	Printer	0.18	-	-	0.18	0.17	-	0.17	0.01	0.01
	TOTAL	**21.99**	**-**	**-**	**21.99**	**10.79**	**2.67**	**13.46**	**8.54**	**11.21**
	Previous Year	**5.02**	**16.98**	**-**	**21.99**	**4.77**	**1.56**	**6.32**	**15.67**	**0.25**

Particulars	As at 31.03.2019	As at 31.03.2018
Note No. II		
NON CURRENT ASSETS		
(a) Investments		
Quoted Shares		
(valued at cost)		
Details of Investments:		
Name of Body Corporate		
Unquoted Shares of:		
M/s Ajooni Biotech Limited		
(Bonus Shares 653829 @ Rs 0 each i.e Rs Nil)		
Unquoted Shares of:	9,99,99,990	11,24,99,940
M/s Healthy Biosciences Pvt Ltd		
(10000000 Eq.Shares@ Rs 10 each i.e Rs 100000000)		
	9,99,99,990	11,24,99,940

	As at 31.03.2019	As at 31.03.2018
Note No. III		
CURRENT ASSETS		
a) Inventories		
(As per inventories taken, valued and certified by the management)	96,15,535	88,54,789
Finished Goods / Traded Goods	96,15,535	88,54,789
b) Cash & Cash equivalents		
Cash-in-Hand	9, 40,462	1, 47,546
Cash at Bank	2,35,358	2,54,403
	11,75,820	4,01,949
c) Short term loans and advances		
(i) Advances to Suppliers	37,04,298	2,50,000
(ii) Other Loans and Advances:	1,55,82,900	57,00,000
(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
	1,97,11,622	64,00,524

Note No. IV

SHARE CAPITAL

a) AUTHORISED SHARE CAPITAL	10,00,00,000	10,00,00,000
10000000 Equity Shares of Rs 10/- Each Previous Year		
	10,00,00,000	10,00,00,000
b) ISSUED SUBSCRIBED & PAID UP SHARE CAPITAL		
6063428 Equity Shares of Rs 10/- Each	6,06,34,280	6,06,34,280
TOTAL	6,06,34,280	6,06,34,280

Issued, Subscribed & Paid up Share Capital in number comprises of:
(c) Statement of Changes in Equity

	As at 31st March, 2019		As at 31st March, 2018	
	No of Shares	Amount	No of Shares	Amount
Equity Shares at the beginning of the year	**60,63,428**	**6,06,34,280**	**60,63,428**	**6,06,34,280**
Add: Equity Shares alloted during the year	-	-	-	-
Equity Shares at the end of the year	**60,63,428**	**6,06,34,280**	**60,63,428**	**6,06,34,280**

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

Note No. V

RETAINED EARNINGS

a) Surplus		
Profit Brought forward	6,71,80,048	6,73,69,189
Add: Current year's Profit	36,94,354	(1,89,141)
	7,08,74,402	6,71,80,048
Add: Share Premium	-	-
TOTAL	7,08,74,402	6,71,80,048

Note No. VI

NON CURRENT LIABILITIES

a) Calculation of Deferred Tax Liability

W.D.V as per Companies Act	8,53,561	11,20,551
W.D.V As Per Income Tax	10,15,865	11,90,441
Difference	(1,62,304)	(69,890)
Deferred Tax @ 25.75%	**(41,793)**	**(17,997)**
Last year Deferred Tax Payable Adjusted	(6,74,275)	18,694
Brought Forward Losses/Unabsorbed Depreciation	26,15,836	26,15,836
Add: Current Year Loss	-	
Total	26,15,836	26,15,836
Deferred Tax Assets @ 25.75% on A/C of Total Losses	**6,73,578**	**6,73,578**
Deferred Tax Liability for the current year	**(42,490)**	**(6,74,275)**
Net Deferred Tax Liability/Asset		

b) Other Current Liabilities

(i) Other Liabilities	6,00,000	47,150
(ii) Expenses Payable	12,53,783	6,92,000
(iii) TDS Payable	27,000	5,000
(iv) Audit Fees Payable	45,000	45,000
	19,25,783	7,89,150

c.)Short Term Provisions

Provision for Income Tax	**5,64,168**	**88,880**

Note No. VII

Revenue From Operation

(i) Sale of Products:

(i) *Agriculture Products*	36,30,61,615	20,95,81,054
	36,30,61,615	20,95,81,054

Other Income

(i) Sale of Bonus shares	21,87,442	-
	21,87,442	-

Note No. VIII

CHANGES IN INVENTORIES

Finished Goods / Traded Goods	-	-
Closing Stock	96,15,535	88,54,789
Less Opening Stock	88,54,789	78,99,940
	7,60,746	**9,54,849**

Note No. IX

Financial Expenses

Bank Charges	2,114	1,880
Other Interest	150	-
	2,264	1,880

Note No. X

Employee Benefit Expenses

(i) Salary, Wages & Allowances	24,63,158	9,54,000
	24,63,158	9,54,000

Note No. XI

Other Expenses

Advertisement Expenses	30,492	42,313
Audit Fee	50,000	50,000
Business Promotion	14,54,920	-
Sitting Fee	66,000	-
Legal & Professional Fee	3,71,929	3,23,094
Listing exp	5,72,300	2,87,500
Share Charges	19,682	-
Postage & Courier Expenses	13,492	4,500
Printing & Stationery	28,050	92,600
Office Rent	3,33,900	45,000
Rates & Taxes	9,535	7,209
Renewal Charges	3,000	-
Travelling & Conveyance	5,02,153	4,91,100
loss on shares	22,82,592	54,320
Freight Expenses	4,72,091	-
Office Expenses	1,56,820	-
Sleepez & Chijat	11,60,684	-
	75,27,640	13,97,636

Note No. XI

Contingent Liabilities not provided for :

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

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 acturial valuation there 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 Ltd

Mr. Jasjot Singh **Relationship: - Common Director**

b) Healthy Biosciences Pvt Ltd

c. Related Party Transaction

Description	2018-19	2017-18
1.Transaction during the year		
With Healthy Bioscience Private Limited		
Purchases within the year	3,01,26,450	5,04,89,994
Sale made during the year	4,50,10,000	8,44,31,184
Collections Received	4,41,65,500	4,35,41,190
Repayment made against purchases	3,82,78,850	96,00,000
Expenses incurred by it on our behalf	-	
With Ajooni Biotech Ltd		
Shares issued -416665 @ 20 Rs Premium		1,24,99,950
Purchases within the year	16,76,65,975	15,67,79,870
Sale made during the year	7,39,14,870	12,51,49,870
Repayment made against purchases	11,71,70,168	3,33,50,000
Collections Received	3,47,11,150	14,90,000
With Director-Mr.Jasjot Singh		
Expenses incurred by him on our behalf		
Repayment made		5,00,000
2. Rent paid to Healthy Biosciences Private Limited	1,23,900	45,000
Total	**55,11,66,863**	**51,78,77,058**

Note No. XIV

Earning per share is calculated as shown below:

Particulars	**2018-19**	**2017-18**
Profit available for Equity Shareholders	36,94,354.08	(1,89,141.00)
For Basic Earning:		
No. of Weighted Average Equity Shares	60,63,428.00	60,63,428.00
For Diluted Earning:		
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		
Earning Per Share (Rs.):	10.00	10.00
Basic	0.61	(0.03)
Diluted	0.61	(0.03)

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	**for 2018-19**	**for 2017-18**
Details of Auditor Remuneration:		
Audit fees	59,000.00	50,000.00

*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:

	31.03.2019	**31.03.2018**
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 01st April 2017, with a transition date of 01st April 2016. The adoption of IndAs has been carried out in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS Standards and interpretations that are issued and effective for the First Ind AS Financial Statements for the year ended 31st March 2018, be applied retrospectively and consistently for all financial years presented.

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 31st 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.

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 realizable 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, Accouting 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 recognize 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 AND PHARMACY LIMITED.

As per our separate report of even date attached

For Harjeet Parvesh & Co.
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Jasjot Singh	Gursimran Singh	Gursimran Singh	Swati Pandey	Harjeet Singh
(Director)	(Director)	CFO	CS	FCA
Date: 29/05/2019				
Place: Mohali				M.No. 095466

Independent Auditor's Report

To

The Members of M/s Prism Medico and Pharmacy Limited

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of **M/s Prism Medico and Pharmacy Limited** ('the company') which comprise the Balance Sheet as at March 31, 2019, 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, 2019, 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 Ind AS 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

4. 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.
5. As required by section 143 (3) of the Act, we report that:

g. 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;

h. 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;

i. 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 .

j. in our opinion, the aforesaid (Standalone) Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.

k. On the basis of written representations received from the directors as on March 31, 2019taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

l. 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:

iv. The Company does not have any pending litigations which would impact its financial position.

v. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

vi. 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

Harjeet Singh
FCA
M.No. 095466

Date: 29th May 2019
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, 2019:

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 FCAships 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 I86 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, 2019 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 calsue (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 calsue (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 calsue (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 calsue (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

Date: 29.05.2019 **Harjeet Singh**
Place: Mohali **FCA**
M.No.095466

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, 2019 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, 2019 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

Harjeet Singh
FCA
M.No. 095466

Date: 29th May 2019
Place: MOHALI

PRISM MEDICO & PHARMACY LIMITED
Consolidated Balance Sheet as at 31st March, 2019

PARTICULARS	NOTE NO	AS AT 31.03.2019 (In Lakhs)	AS AT 31.03.2018 (In Lakhs)	AS AT 01.04.2017 (In Lakhs)
I) ASSETS:-				
1. Non- Current Assets				
a.) Property , Plant & Equipment	I	891.47	930.64	990.54
b.) Capital Work in Progress		-	-	-
c.) Intangible Assets		-	-	-
d.) Financial Assets		135.72	-	-
i.) Investment Property			260.72	-
ii.) Other Financial Assets	II	2.33	2.33	2.33
iii.) Deferred Tax Asset		7.11	-	-
e.) Other Non-Current Assets		-	3.11	3.22
Total Non Current Assets		**1,036.62**	**1,196.80**	**996.09**
2. Current Assets				
a) Inventories	III	138.81	149.09	340.58
b.) Trade Receivables		312.83	-	71.06
c) Cash & Cash Equivalents		40.69	135.83	195.08
d) Short Term Loans and Advances		583.09	95.98	123.18
e.) Other Current Assets		8.38	2.25	0.27
Total Current Assets		**1083.80**	**383.15**	**730.17**
Total Assets		**2,120.41**	**1,579.95**	**1,726.26**
II) EQUITY AND LIABILITIES:-				
1. Equity				
a) Equity Share Capital	IV	606.34	606.34	606.34
b) Other Equity	V	684.86	680.84	681.25
Total Equity		**1,291.21**	**1,287.18**	**1,287.59**
2. Liabilities				
A.) Non - Current Liabilities				
a.) Financial Liabilities				
i) Borrowings		-	-	298.57
ii) Other Financial Liabilities	VI	-	-	-
iii) Other Non Current Liabilities		2.63	2.50	-
b.) Provisions		-		
c.) Deferred Tax Liability	II		7.49	0.27
Total Non Current Liabilities		**2.63**	**9.99**	**298.84**

B.) Current Liabilities				
a.) Financial Liabilities	VII			
i.) Borrowings		226.98	217.70	27.06
ii.) Other Financial Liabilities		13.48	10.72	36.16
iii.) Trade Payables		574.47	53.06	76.36
b.) Short Term Provisions		5.64	1.30	0.25
c.) Other Current Liabilities		6.00	-	-
Total Current Liabilities		**826.57**	**282.78**	**139.83**
Total Equity & Liabilities		**2,120.41**	**1,579.95**	**1,726.26**

FOR PRISM MEDICO AND PHARMACY LIMITED.

As per our separate report of even date attached

For Harjeet Parvesh & Co.
Chartered Accountants
Sd/-

Sd/-	**Sd/-**	**Sd/-**	**Sd/-**
Jasjot Singh	**Gursimran Singh**	**Gursimran Singh**	**Swati Pandey**
(Director)	**(Director)**	**CFO**	**CS**

Harjeet Singh
FCA
M.No.095466

Date: 29/05/2019
Place: Mohali

PRISM MEDICO & PHARMACY LIMITED			
Consolidated Profit & Loss Statement for the year ended 31st March, 2019 (Amount in Lacs)			
PARTICULARS	**NOTE NO**	**FOR THE YEAR ENDED 31ST MARCH 2019**	**FOR THE YEAR ENDED 31ST MARCH 2018**
Continuing Operations			
Revenue from Operations	VIII	5442.80	2,280.22
Other Income (Net)		29.61	4.26
Total Revenue		**5472.41**	**2,284.48**
EXPENSES			
Raw Material Consumed	IX	-	-
Purchase of Stock In trade		5313.08	1,948.16
Change in Inventories of FG	X	10.29	179.84
Excise Duty on Sale of Goods		-	-
Financial Expenses	XI	10.73	28.87
Employee Benefit Expenses	XII	27.09	21.06
Depreciation & Amortization Expenses	I	38.27	44.65
Other Expenses	XIII	82.61	55.10
Total Expenses		**5482.07**	**2,277.67**
Profit before exceptional & extra ordinary items and Tax		**(9.66)**	**6.80**
Exceptional Items		-	
Profit before Tax		**(9.66)**	**6.80**
TAX EXPENSES :			
1. Current Tax		5.64	1.30
2. Deferred Tax		12.38	7.22
MAT Credit Entitlement		6.94	1.30
Profit (Loss) for the period from continuing operation		**4.02**	**(0.42)**
Other Comprehensive Income		-	-
Total Comprehensive Income for the period		**4.02**	**(0.42)**
Earning per Equity Share :	XVII		
(1) Basic		**0.07**	**(0.01)**
(2) Diluted		**0.07**	**(0.01)**

For PRISM MEDICO AND PHARMACY LIMITED.

As per our separate report of even date attached

For Harjeet Parvesh & Co.
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Jasjot Singh	Gursimran Singh	Gursimran Singh	Swati Pandey	Harjeet Singh
(Director)	(Director)	CFO	CS	FCA
				M.No. 095466

Date: 29/05/2019
Place: Mohali

PRISM MEDICO AND PHARMACY LIMITED

CONSOLIDATED CASH FLOW STATEMENT

	PARTICULARS	31-03-19 (Rupees) (In Lacs)	31-03-18 (Rupees) (In Lacs)
	Cash & Cash Equivalents as at beginning of year	135.00	195.08
A	**OPERATIONS**		
	Cash Receipts From		
	Customers	1,522.00	2281.14
	Suppliers	248.00	6.38
	Cash Paid for		
	Inventory purchases	1,727.00	(1864.37)
	General operating and administrative expenses	83.00	(64.29)
	(including Wage expenses)	-	-
	Financial Expenses	-	(2.07)
	Security	-	-
	TDS Paid	1.00	(1.48)
	Income taxes	3.41	(0.25)
	Net Cash Flow from Operations	**(44.00)**	**355.06**
B	**INVESTING ACTIVITIES**		
	Cash Receipts From		
	Interest received from FDR	-	-
	Sale of Fixed Asset	-	7.80
	Loans /Deposits Received Back	-	-
	Cash Paid for		
	Making loans to other entities	-	-
	Paid for Assets purchased	-	-
	Making investments	-	(260.72)
	Net Cash Flow from Investing Activities	**-**	**(252.92)**
C	**FINANCING ACTIVITIES**		
	Cash Receipts From		
	Proceeds of Loan From Related Party	6.00	190.64
	Issue of Equity Shares	-	-
	Cash Paid for		
	Interest Paid	-	(28.85)
	Repayment of loans to Bank	56.31	(318.19)
	Repayment of loans to Related Party	-	(5.00)
	Net Cash Flow from Financing Activities	**(50.31)**	**(161.40)**
	NET INCREASE IN CASH	(94.31)	(59.26)
	CASH & CASH EQUIVALENTS AT END OF YEAR	**41.31**	**135.82**

For PRISM MEDICO AND PHARMACY LIMITED.

As per our separate report of even date attached

For Harjeet Parvesh & Co.
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Jasjot Singh	Gursimran Singh	Gursimran Singh	Swati Pandey	Harjeet Singh
(Director)	(Director)	CFO	CS	FCA

Date: 29/05/2019
Place: Mohali

M.No. 095466

Annexure to the Balance Sheet

Note: I Property, Plant and Equipment **(Amount in Lacs)**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2018	Addition During Year	Sale/ Adjustment	As at 31.03.2019	As on 01.04.2018	During the Year	Deletion/ Adjustments	Total	WDVAs at 31.03.2019	WDV As at 31.03.2018
Computers & Printers	7.35	-	-	7.35	6.28	0.63	-	6.91	0.44	1.07
Furniture & Fixture	27.22	-	-	27.22	11.41	2.47	-	13.88	13.33	15.80
Office Equipment	14.48	-	-	14.48	9.57	1.91	-	11.48	2.99	4.91
Plant & Machinery	435.84	-	0.93	434.96	41.35	27.80	-	69.15	365.76	394.49
Printer	0.18	-	-	0.18	0.17	-	-	0.17	0.01	0.01
Land	446.38	-	-	446.38	-	-		-	446.38	446.38
Generator	4.5	-	-	4.5	0.77	0.27		1.04	3.45	3.73
Tools & Dies	7.01	-	-	7.01	3.02	0.84		3.86	3.14	3.99
Vehicle	34.81	-	-	34.81	12.13	2.69		14.82	19.99	22.68
Electrical Installations	4.39	-	-	4.39	0.68	0.35		1.03	3.36	3.71
Lab Equipments	4.08	-	-	4.08	0.48	0.34	-	0.82	3.25	3.59
Building	36.67			36.67	6.40	0.96		7.36	29.31	30.27
Grand Total	**1022.91**	**-**	**0.93**	**1021.98**	**92.26**	**38.26**	**-**	**130.53**	**891.45**	**930.65**

(Amount in Lacs)

PARTICULARS	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
Note No. II			
NON CURRENT ASSETS			
d.) Financial Assets			
(i.) Investment Property			
Quoted Shares (valued at cost)	135.72	260.72	-
	135.72	**260.72**	**-**
Details of Investments:			
Name of Body Corporate			
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	2.33
	2.33	**2.33**	**2.33**
(iii.) Deferred Tax Asset			
Difference on account of Depreciation	7.11	67.01	46.49
Difference on A/C of Total Losses		39.14	45.63

Net Difference	7.11	27.87	0.86
Net Deferred Tax Liability/(Asset) carried to B/Sheet	**7.11**	**7.49**	**0.27**
(e.) Other Non Current Assets			
Unamortized Expenditure	0.55	-	1.41
MAT Credit Entitlement	7.83	3.11	1.81
	8.38	**3.11**	**3.22**
Note No. III			
CURRENT ASSETS			
a) Inventories			
(As per inventories taken, valued and certified by the management)			
Raw Material	-		211.18
Work-in-Progress	2.10	-	-
Finished Goods	96.16	-	27.51
Stock in Trade	31.39	137.84	79.00
Other Miscellaneous Stocks	9.16	9.15	12.15
Packing Material		2.10	10.74
	138.81	**149.09**	**340.58**
b.) Trade Receivables			
Unsecured and Considered Good	312.83	-	71.07
	312.83	**0.00**	**71.07**
c) Cash & Cash equivalents			
Cash-in-Hand	37.95	31.07	3.41
Cash at Bank	2.73	104.23	191.67
Fixed Deposits	-	0.53	-
	40.69	**135.83**	**195.08**
d) Short term loans and advances			
(i) Advances to Suppliers	405.70	20.41	33.83
(ii) Other Loans and Advances	155.83	57.00	63.38
(iii) Balance with Revenue Authorities	14.34	18.57	25.96
(iv) Canara Bank CC Account	3.00	-	-
(v) Income Tax Refund	4.22	-	-
	583.09	**95.98**	**123.18**
e.) Other Current Assets			
Prepaid Expenses	-	0.05	0.27
Receivable against sale of machinery	-	2.01	-
Rent Recoverable	-	0.19	-
	-	**2.25**	**0.27**
Note No. IV			
SHARE CAPITAL			
a) AUTHORISED SHARE CAPITAL			
10000000 Equity Shares of Rs 10/- Each Previous Year	1,000.00	1,000.00	1,000.00
	1,000.00	**1,000.00**	**1,000.00**

b) ISSUED SUBSCRIBED & PAID UP SHARE CAPITAL 6063429 Equity Shares of Rs 10/- Each	606.34	606.34	606.34
	606.34	**606.34**	**606.34**

(c) Statement of Changes in Equity						
	As at 31.03.2019		**As at 31.03.2018**		**As at 31.03.2017**	
PARTICULARS	**No of Shares**	**Amount**	**No of Shares**	**Amount**	**No of Shares**	**Amount**
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	**60,63,428**	**6,06,34,280**	**60,63,428**	**6,06,34,280**	**19,92,000**	**1,99,20,000**

Shareholders holding more than 5 % shares	**No. of Equity shares**	**% of Holding**
Ajooni 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 31.03.2019**	**As at 31.03.2018**	**As at 31.03.2017**
Note No. V			
OTHER EQUITY			
a) Surplus			
Profit Brought forward	680.84	681.25	(29.79)
Add: Current year's Profit	4.02	(0.42)	(21.82)
	684.86	**680.84**	**(51.61)**
Add: Share Premium	-	-	732.86
Total	**684.86**	**680.84**	**681.25**
Note No. VI			
A.) NON CURRENT LIABILITIES			
a.) Financial Liabilities			

i.) Borrowings	-	-	
Unsecured Term Loans from NBFC (RBL Bank)			293.57
Unsecured Term Loans from Related Parties			5.00
ii.) Other Financial Liabilities		-	-
iii.) Other Non Current Liabilities	2.63	2.50	-
b.) Provisions		-	-
	2.63	**2.50**	**298.57**
Note No. VII			
B.) CURRENT LIABILITIES			
a.) Financial Liabilities			
i.) Borrowings			
Secured Working Capital Limits from Banks	226.98	125.16	27.06
Unsecured Loans from Banks		92.54	-
	226.98	**217.70**	**27.06**
b.) Other Financial Liabilities			
Current Maturities of Long Term Debts		-	24.62
Creditors other than Raw Materials		0.47	5.72
Expenses Payable	13.06	8.41	4.40
Statutory Liability	0.42	1.84	1.42
	13.48	**10.72**	**36.16**
c.) Trade Payables			
Due to Others	574.47	53.06	76.36
	574.47	**53.06**	**76.36**
d.)Short Term Provisions			
Provision for Income Tax	5.64	1.30	0.25
	5.64	**1.30**	**0.25**
e.) Other Current Liabilities	6.00	-	-
	6.00	**-**	**-**

Annexure to the Profit & Loss Statement

PARTICULARS	As at 31.03.2019	As at 31.03.2018	As at 31.03.2017
Note No. VIII			
Revenue From Operation			
(i) Sale of Products:			
(i) Sale of Products Manufactured	5,442.80	-	541.42
(ii) Sale of Products Traded		2,280.22	8.09
(iii) Sale of Bonus Shares	-	-	
(iv)Consultancy Income	-	-	8.70
	5,442.80	**2280.22**	**558.21**
Other Income			

(i) Interest	0.02	0.03	6.71
(ii)Sale of Bonus Shares	21.87		
(iii) Rent Received	7.72	4.23	0.60
	29.61	**4.26**	**7.31**
Note No. IX			
Cost of Material Consumed			
Opening Stock of Raw Material		211.18	230.76
Add: Purchase of Raw Material	5313.08	-	377.46
Less: Transferred to Stock in Trade	-	211.18	-
Less: Closing Stock	-	-	211.18
	5313.08	**-**	**397.04**
Note No. X			
CHANGES IN INVENTORIES			
Finished Goods / Traded Goods	31.39		
Closing Stock of Finished Goods	107.42	-	27.51
Closing Stock of Traded Goods		137.85	79.00
Less Opening Stock of Finished goods	99.81	27.51	-
Less Opening Stock of Traded Goods		79.00	
Less Opening Stock of Stock in Process		-	36.50
Less Transferred from Raw Materials	49.29	211.18	
	(10.29)	**(179.84)**	**70.01**
Note No. XI			
Financial Expenses			
Bank Charges	0.02	0.02	0.01
Interest Expenses	10.65	27.76	12.37
Other Borrowings Costs	0.06	1.09	1.41
	10.73	**28.87**	**13.79**
Note No. XII			
Employee Benefit Expenses			
(i) Salary, Wages & Allowances	27.09	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
	27.09	**21.06**	**28.47**
Note No. XIII			
Other Expenses			
Advertisement Expenses	0.30	0.42	-
Audit Fee	0.50	1.10	0.93
Business Promotion	14.55	-	-
Sitting Fee	0.66	-	
Share Charges	0.20	-	-
Renewal Charges	0.03	-	
loss on shares	22.83		
Freight Expenses	4.72		
Sleepez & Chijat	11.61		
Custodian Charges			0.53

Discount & Rejection	-	2.46	0.05
Electricity Expenses	0.39	9.83	22.45
Freight Outward		0.25	0.55
Insurance Expenses	0.12	0.35	0.53
Job Charges	-	0.92	0.04
Legal & Professional Fee	4.30	3.57	20.73
Listing Expenses	5.72	2.88	3.02
Loss on Sale of Fixed Assets	-	7.45	-
Miscellaneous Expenditure	0.03	0.07	0.14
Member & Subscription	0.03	-	-
Office Expenses	1.57	-	0.35
Packing Expenses		10.46	5.23
Pollution Treatment Expenses		0.11	0.27
Postage & Courier Expenses	0.13	0.10	0.53
Preliminary Expenses Written off		1.41	1.41
Printing & Stationery	0.28	0.97	0.32
Printing Charges		0.13	0.48
Office Rent	3.34	0.45	0.90
Rates & Taxes	0.19	0.07	0.98
Repair & maintenance	4.74	0.15	0.82
Repair & maintenance Others	0.73	0.02	0.95
ROC Expenses	-	0.54	8.51
Round Off	-	-	-
Security Expenses	-	-	0.65
Stores & Spares	-	5.51	7.18
Telephone Expenses	0.62	0.77	0.88
Travelling & Expenses	5.02	5.11	1.36
	82.61	**55.10**	**79.79**
Contingent Liabilities not provided for :			
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	NIL
d. Claims not Acknowledged as debts	NIL	NIL	NIL
e. Letter of Credit(s)	NIL	NIL	NIL
Commitments:			
a. Estimated Amount of Contracts remaining to be executed on capital account and not provided for	NIL	NIL	NIL
b. Uncalled Liability on shares and other invetsments partly paid	NIL	NIL	NIL
c. Other Commitments	NIL	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 Ltd
Mr. Jasjot Singh
Relationship:- Common Director

b. Related Party Transaction		
Description	**2018-19**	**2017-18**
1.Transaction during the year		
With Ajooni Biotech Pvt. Ltd		
Shares issued -416665 @ 20 Rs Premium		125.00
Purchases within the year	2390.73	1,941.00
Sale made during the year	2311.49	2,182.56
Repayment made against purchases	2062.79	334.00
Collections Received	347.11	15.00
Directors Remuneration		5.40
Expenses incurred by Jasjot Singh on our behalf	-	-
Repayment made to Jasjot Singh	-	5.00
Unsecured Loans Repaid	-	-
Salary	-	1.40
Corporate Guarantee	-	454.00

2. Allotment of Shares		
Mr. Jasjot Singh	-	-
Mr. Gursimran Singh	-	-
Punjab Biotechnology Park Ltd	-	-
Ajooni Biotech Ltd	-	-
	7112.12	**5,063.00**
Note No. XVII		
Earning per share is calculated as shown below :		
Profit available for Equity Shareholders	4.02	(0.42)
For Basic Earning:		
No. of Weighted Average Equity Shares	60.63	60.63
For Diluted Earning:		
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		
Earning Per Share (Rs.):	**10.00**	**10.00**
Basic	0.07	(0.01)
Diluted	0.07	(0.01)

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	**2018-19**	**2017-18**
Details of Auditor Remuneration:		
Audit fees	1.30	1.30
*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 :	31.03.2019	31.03.2018
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 2018, with a transition date of 01st April 2017. 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 2019, 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 According 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 2018, 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

I) 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**

i. 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.

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

11. **EMPLOYEE'S BENEFITS**

1. 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.
2. 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, Accouting 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 AND PHARMACY LIMITED.

As per our separate report of even date attached

For Harjeet Parvesh & Co.
Chartered Accountants

Sd/-	Sd/-	Sd/-	Sd/-	Sd/-
Jasjot Singh	Gursimran Singh	Gursimran Singh	Swati Pandey	Harjeet Singh
(Director)	(Director)	CFO	CS	FCA
Date: 29/05/2019				
Place: Mohali				M.No. 095466

PRISM MEDICO & PHARMACY LIMITED
CIN: L51109PB2002PLC047444
Regd. Office: D-118, Industrial Area, Phase VII, Mohali-160055
Phone: 0172-5020762
Email: investorgrievancewmcl@gmail.com
Website: www.prismmedico.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional slip at the Venue of the meeting

No. of shares held: ……………………………………………………………

Registered Folio No. / DP ID/ Client ID: ………………………………………………………………

I certify that I am a Member / Proxy for the Member of the Company

I hereby record my presence at the 17th Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 10:00 a.m. at Mohali Industries Association, Bay No.143-144 Industrial Area Phase VII, Mohali- 160055

……………………………………… ……………………………………
Name of the Member/Proxy Signature of the Member/Proxy
(in BLOCK LETTERS)

PROXY FORM

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

PRISM MEDICO & PHARMACY LIMITED

CIN: L51109PB2002PLC047444

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

Phone: 0172-5020762

Email: investorgrievancewmcl@gmail.com

Website: www.prismmedico.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 17th Annual General Meeting of Prism Medico & Pharmacy Limited to be held on the 30th day of September, 2019 at 10:00 A.M. on Monday at Mohali Industries Association, Bay No.143-144 Industrial Area Phase VII, Mohali- 160055 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution	For	Against
	Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 (both Standalone and Consolidated basis), together with the Reports of the Auditors and the Board of Directors thereon..		
2.	To appoint a Director in place of Mr. Gursimran Singh (DIN: 02209675), who retires by rotation and being eligible, offers himself for re-appointment.		
	Special Business		
3	To regularize the appointment of Mr. Sehejbir Singh Bhatia (DIN: 07986072) as a Director of the Company		
4	To disinvest in the Wholly Owned Subsidiary of the Company		
5	Authority under Section 180(1)(a) of the Companies Act, 2013		
6.	Approval to the borrowing limits of the Company under section 180(1) (c) of the Companies Act, 2013		
7.	To consider and approve Related Party Transactions under section 188 of the Companies Act, 2013		

Signed this……………………………….. day of…………………….. 2019

Affix Revenue Stamp

Signature of shareholder…………………………………………………………

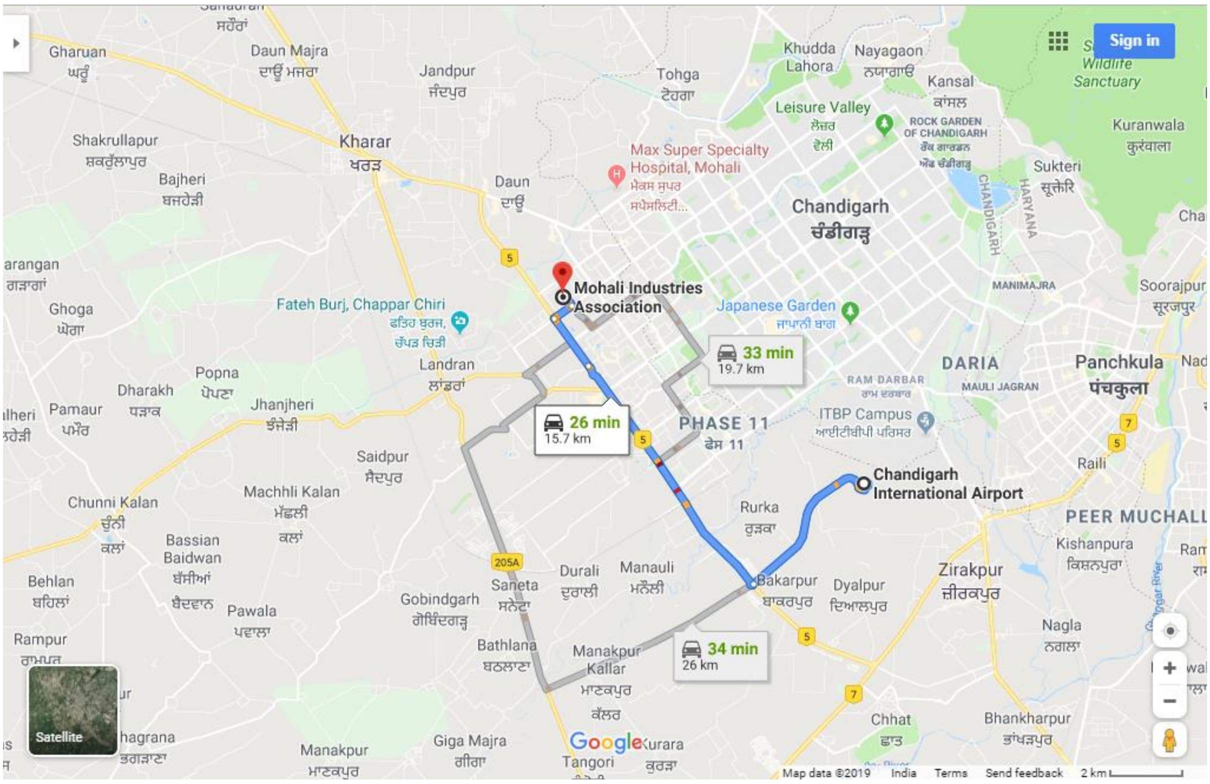
Signature of Proxy holder(s)……………………………………………………….

Notes:

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

ROUTE MAP

17th Annual General Meeting of **PRISM MEDICO AND PHARMACY LIMITED** to be held on Monday, 30th day of September, 2019 at 10:00 A.M. at **MOHALI INDUSTRIES ASSOCIATION, BAY NO.143-144, INDUSTRIAL AREA PHASE VII, MOHALI-160055**



BOOK-POST

If undelivered please return to:

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