

PRISM MEDICO AND PHARMACY LIMITED

CIN: L51109HP2002PLC009299; Email Id: investorgrievancewmcl@gmail.com
Registered Office: Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh-173030

Date: 06.09.2022

To, Department of Corporate Services, BSE LIMITED. P. J. Towers, Dalal Street, Mumbai, Maharashtra-400 001 ISIN: INE730E01016 Scrip Code: 512217	To, Listing Department, Metropolitan Stock Exchange of India Limited (MSEI). Vibgyor Towers, 4th Floor, Plot Number C 62, G - Block, Opposite Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra-400098. SYMBOL: PRISMEDI
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Subject: Annual Report for the Financial Year 2021-2022.

Reference: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,


Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the company for the Financial Year 2021-2022.

You are requested to kindly take the same on your records.

Thanking you.

Yours Faithfully,

FOR PRISM MEDICO AND PHARMACY LIMITED


DAVENDER SINGH
DIRECTOR (DIN: 09447213).

**PRISM MEDICO
AND
PHARMACY LIMITED**

ANNUAL REPORT
2021-2022

PRISM MEDICO AND PHARMACY LIMITED - AN OVERVIEW

<u>THE BOARD OF DIRECTORS</u> Mr. Ramandeep Singh, Whole Time Director Mr. Davender Singh, Director Mrs. Simmi Chhabra, Independent Director Mr. Pardeep Kumar Independent Director	<u>STATUTORY AUDITOR</u> M/s. Harjeet Parvesh and Company Chartered Accountants. Mohali, Punjab. Firm Registration Number: 017437N. <u>CHIEF FINANCIAL OFFICER</u> Mr. Gursimran Singh.
<u>COMPANY SECRETARY</u> Mr. Sameer Gupta.	<u>SECRETARIAL AUDITORS</u> M/s. M.R. Chechi & Associates Company Secretaries, Chandigarh. CP Number: 2906.
<u>REGISTRAR AND TRANSFER AGENT</u> Purva Share Registry (India) Private Limited Unit Number 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai, Maharashtra-400011. Email Id: support@purvashare.com Phone Number: 022-23016761	<u>BANKERS</u> Canara Bank. SCO 56, Chandi Path, Sector 30C, Chandigarh-160030.
<u>REGISTERED OFFICE</u> Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh-173030. Website: www.prismmedico.in	<u>STOCK EXCHANGE</u> 1. Bombay Stock Exchange Limited. 2. Metropolitan Stock Exchange of India Limited.
<u>EMAIL ID:</u> investorgrievancewmcl@gmail.com	Scrip Code: 512217 ISIN Equity Share: INE730E01016

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NOTICE CONVENING THE 20TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PRISM MEDICO AND PHARMACY LIMITED WILL BE HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER 2022, AT 04.30 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

- **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramandeep Singh (DIN: 07896086), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

To re-appoint M/s. Harjeet Parvesh and Company, Chartered Accountants as the statutory auditors of the company and fix their remuneration.

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 and all other applicable provisions, of the Companies Act, 2013 (the act) and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent and approval of the members of the company be and is hereby given for the re-appointment of M/s. Harjeet Parvesh and Company, Chartered Accountants as the statutory auditors of the company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2022-2023 at such remuneration and all out of pocket expenses as may be decided between the Board of Directors and M/s. Harjeet Parvesh and Company, Chartered Accountants.”

- **SPECIAL BUSINESS:**

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

To alter the main objects of Memorandum of Association of the company.

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and subject to necessary approval(s) if any, from the competent authorities, the provisions of the main objects Clause – III (A) of the Memorandum of Association of the company be and are hereby amended by way of inserting the following new object(s) in place of existing main objects of the company:

1. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biological, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

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

To pass a special resolution in terms of Regulation 25(2A) SEBI (LODR) Regulations, 2015 for the appointment of Mr. Pardeep Kumar (DIN: 09451568) as a Director (Non-Executive Independent Director) of the company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and also in terms **Regulation 25(2A) SEBI (LODR) Regulations, 2015 notified on 01st January, 2022**, the consent and approval of the members of the company be and is hereby given by way of special resolution for the ratification of appointment of Mr. Pardeep Kumar (DIN: 09451568) as an Independent Director (not be liable to retire by rotation) made for a period of five (5) consecutive years with effect from 30th December, 2021 upto 30th December, 2026 by the members at their Extra Ordinary General meeting held on 31st January, 2022 pursuant to the notice thereof issued on 30th December, 2021.”

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

Date: 05/09/2022

Place: Kala Amb

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Number 4 of the accompanying Notice is annexed hereto.
2. In view of the current extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular Number 14/ 2020 (dated April 8, 2020), Circular Number 17/2020 (dated April 13, 2020), Circular Number 20/2020 (dated May 5, 2020), Circular Number 02/2021 (dated January 13, 2021) and Circular Number 02/2022 dated May 05, 2022 (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA) physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC and Members of the Company joining through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system
3. Pursuant to the Circular Number 14/2020 dated April 8, 2020, issued by the MCA the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.
4. In compliance with MCA Circular Number 20/2020 dated May 5, 2020 and SEBI Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular Number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board’s Report, Auditor’s report or other documents required to be attached therewith (together referred to as Annual Report F.Y. 2022) and Notice of AGM are being sent in

electronic mode to Members whose e-mail address is registered with the company or the Depository Participant(s) as on September 02, 2022 and to all other persons so entitled. The Notice of AGM and the copies of audited financial statements, board's report, auditor's report etc. will also be displayed on the website (www.prismmedico.com) of the company.

5. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 20th AGM through VC/OAVM Facility and e-Voting during the 20th AGM.
7. Attendance of the Members participating in the 20th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 20th AGM and facility for those Members participating in the 20th AGM to cast vote through e-Voting system during the 20th AGM.
9. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Friday, 23rd September, 2022 to Friday, 30th September, 2022 (both days inclusive).
10. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting.
12. Mr. Shubham of M/s. SDK & Associates, Practicing Company Secretaries, Chandigarh has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
14. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to BSE Mumbai.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the company.
16. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the company.
17. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed there under.
18. The transfer of Unclaimed Dividend to Investor Education and Protection Fund of the Central Government

as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

19. The deemed venue for 20th AGM shall be the Registered Office of the company.
20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
21. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
23. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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

The remote e-Voting period begins on Tuesday, September 27, 2022 at 09:00 A.M. and ends on Thursday, September 29, 2022 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2022 may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off date, being September 22, 2022.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

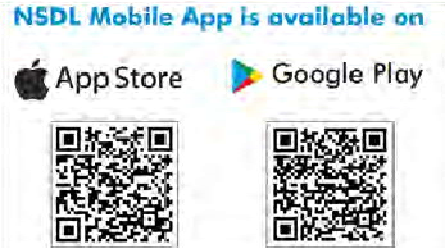
Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the " Beneficial Owner " icon under "Login" which is available under " IDeAS " section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options

available against Company name or **e-Voting service provider-NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS”** Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



The image shows a promotional banner for the NSDL Mobile App. At the top, it says "NSDL Mobile App is available on". Below this, there are two logos: the Apple App Store logo and the Google Play logo. Underneath each logo is a QR code for scanning to download the app.

Individual Shareholders holding securities in demat mode with CDSL.

Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.

If the user is not registered for Easi/ Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

Alternatively, the user can directly access e-Voting page by

	providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email Id as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

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

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

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

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

How to Log-in to NSDL e-Voting website?

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

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

4. Your User ID details are given below :

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

5. Password details for Shareholders other than Individual Shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email IDs are not registered.

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

- a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your 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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

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

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

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

General Guidelines for Shareholders

- I) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to csshubhamkumar@yahoo.com with a copy marked to evoting@nsdl.co.in.
- II) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- III) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in
- IV) **Process for those Shareholders whose email ID are not registered with the depositories for procuring user id and password and registration of email IDs for e-Voting for the resolutions set out in this notice and for obtaining Notice and Annual Report:**
 - a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@apolotyres.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@apolotyres.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
 - c) Alternatively Shareholders/ Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
 - d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Members can directly contact NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013, email ID: evoting@nsdl.co.in, Toll free number 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email ID: investorgrievancewmcl@gmail.com.

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

- a) As the AGM is being conducted through VC, Members are encouraged to express their views/ send their queries in advance mentioning their name, DP ID and Client ID/ Folio No., e-mail ID, mobile number at investorgrievancewmcl@gmail.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the company on or before Thursday, September 22, 2022 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
- b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investorgrievancewmcl@gmail.com on or before Thursday, September 22, 2022. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM.
- c) The company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

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

- 1) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Share holders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- 6) Registration of Speaker related point needs to be added by company.
- 7) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- 1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

Date: 05/09/2022

Place: Kala Amb

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

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

ITEM NUMBER 4

TO ALTER THE MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

The members are informed that currently the main objects of the company as mentioned in clause III A of the Memorandum of Association are to carry on the business as manufactures, producers, processors, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, distributors of animal feed, poultry feed, cattle feed, aqua feed, ayurvedic foods, organic food, juices, cosmetics, herbal extracts, nutrients and FMCG products. However, it has been decided by the management to engage into the business of manufacturing, trading, formulating, processing, developing, refining, import, export, wholesale and/or retail trade of all kinds pharmaceuticals and allied products. Whereas, in order to undertake this activity the main objects mentioned in Clause III(A) of the Memorandum of Association needs to be amended.

However, the above said alteration of the Memorandum of Association could be effective provided that the consent of shareholders is obtained through Special Resolution. Accordingly, your Board recommends the passing of resolution mentioned at item number 4 of the notice by the members as a **Special Resolution**.

None of the Director is interested/concerned except to the extent of their shareholding in the company.

ITEM NUMBER 5

TO PASS A SPECIAL RESOLUTION IN TERMS OF REGULATION 25(2A) SEBI (LODR) REGULATIONS, 2015 FOR THE APPOINTMENT OF MR. PARDEEP KUMAR (DIN: 09451568) AS A DIRECTOR (NON-EXECUTIVE INDEPENDENT DIRECTOR) OF THE COMPANY.

The members are informed that Mr. Pardeep Kumar was appointed as a Non Executive Additional Independent Director of the company in the Board Meeting held on 30th December, 2021 to hold the office upto the next Annual General Meeting of the company, subject to the approval of the members at their general meeting for his appointment as Independent Director for a period of five consecutive years w.e.f. 30th December, 2021. The respective agenda regarding the regularization of the appointment of Mr. Pardeep Kumar as a Non Executive Independent Director of the company was proposed vide notice dated 30/12/2021 and the members passed an ordinary resolution at the Extra Ordinary General Meeting of the members held on 31st January, 2022. Thereafter, the company received an email on 02nd August, 2022 from the Stock Exchange whereby a clarification was sought from the company as to why the appointment of Mr. Pardeep Kumar was not made by way of Special Resolution at the Extra Ordinary General Meeting in terms of Regulation 25(2A) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Although the company suitably submitted the required clarification and informed the stock exchange that the notice of Extra Ordinary General Meeting of the company containing the proposal for the appointment of Mr. Pardeep Kumar was issued on 30th December, 2021 i.e. **before the notification of amended Regulation 25(2A) SEBI (LODR) Regulations, 2015 on 01st January, 2022, yet it has been thought prudent by your Board of Directors to place the agenda for the ratification of the appointment of Mr. Pardeep Kumar (DIN: 09451568) as an Independent Director (not be liable to retire by rotation) made for a period of five (5) consecutive years with effect from 30th December, 2021 upto 30th December, 2026 by the members at their Extra Ordinary General meeting held on 31st January, 2022 pursuant to the notice thereof issued on 30th December, 2021.**

Therefore, in order to comply with the amended provisions of Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **your Board recommends the passing of Special Resolution for ratifying the appointment of Mr. Pardeep Kumar (DIN: 09451568) as an Independent Director (not liable to retire by rotation) made at the Extra Ordinary General meeting held on 31st January, 2022 pursuant to the**

notice thereof issued on 30th December, 2021 for a period of five (5) consecutive years with effect from 30th December, 2021 upto 30th December, 2026.”

Date: 05/09/2022

Place: Kala Amb

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

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

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2021-2022

To
The Members
PRISM MEDICO AND PHARMACY LIMITED

Your Directors have pleasure in presenting their 20th Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2022.

1. FINANCIAL HIGHLIGHTS

The Standalone Financial results are briefly indicated below:

Particulars	2021-2022	2020-2021
Revenue from Operations	8,44,38,854	16,76,35,782
Other Income	1,820	0
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	(48,98,014)	(16,25,641)
Less: Depreciation/ Amortisation /Impairment	86,603	1,23,971
Profit /loss before Finance Costs, Exceptional items and Tax Expense	(49,84,617)	(17,49,612)
Less: Finance Costs	4,602	2,465
Profit /loss before Exceptional items and Tax Expense	(49,89,219)	(17,52,077)
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	(49,89,219)	(17,52,077)
Less: Tax Expense		
Current Tax	0	0
Deferred Tax	12,90,424	4,51,994
MAT Credit Entitlement	0	0
Profit /loss for the year	(36,98,795)	(13,00,082)

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your Company has prepared the Financial Statements for the financial year ended March 31, 2022 in terms of Sections 129, 133 and Schedule III of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Company has incurred loss of Rs. 36,98,795/- during the financial year under review. Your Directors expect to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. CHANGE IN NATURE OF BUSINESS

There is no change in the nature of business during the financial year 2021-2022.

4. TRANSFER TO RESERVES

The debit balance of profit and loss account for the financial year ended 31st March, 2022 amounting to Rs. 36,98,795/- has been transferred to reserves and surplus.

5. DIVIDEND

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

6. SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2022 stands at Rs. 10 Crore divided into 1,00,00,000 equity shares of Rs. 10/- each. The issued, subscribed and paid up capital share capital of the company remains at Rs. 6,06,34,280 divided into 60,63,428 equity shares of Rs. 10/- each. There was no change in the share capital of the company during the financial year 2021-2022.

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

There are no Material changes and commitments in the business operations affecting the financial position of the company from the financial year ended 31st March, 2022 to the date of signing of the Director's Report.

8. ADOPTION OF INDIAN ACCOUNTING STANDARD (INDAS)

The Ministry of Corporate Affairs vide notification dated 16th 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 1st April, 2017. The financial statements for the year under review have been prepared in accordance with the Ind AS.

9. DEPOSITS

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

10. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

11. RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2022, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed there under were in the 'ordinary course of business' and 'at arm's length' basis. Your company has formulated a Policy on Related Party Transactions and the said Policy has been uploaded on the website of the Company at www.prismmedico.com. All Related Party Transactions of the 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 also given in the notes to the financial statements.

12. NUMBER OF BOARD MEETINGS

The Board has met 8 (Eight) times during the financial year, the details of which are as follows: **27th April, 2021, 09th July, 2021, 19th July, 2021, 20th August, 2021, 13th November, 2021, 30th December, 2021, 17th January, 2022 and 1st February, 2022.**

Details of Attendance of Directors:

S. No.	Name of the Director	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Sudhanshu Srivastav	1	1
2.	Mr. Jimit Jitendra Trivedi	3	3
3.	Mr. Sehejbir Singh Bhatia	6	4
4.	Mr. Rishi Pal Panwar	6	5
3.	Ms. Simmi Chhabra	8	8
4.	Mr. Ramandeep Singh	4	4
5.	Mr. Davender Singh	2	2
6.	Mr. Pardeep Kumar	2	2

Details of number of meeting attended by Directors:

S. No.	Date of Meeting	Number of Directors entitled to attend	Number of Directors attended
1.	27/04/2021	5	5
2.	09/07/2021	4	4
3.	19/07/2021	4	4
4.	20/08/2021	3	3
5.	13/11/2021	4	3
6.	30/12/2021	4	2
7.	17/01/2022	4	4
8.	01/02/2022	4	4

13. COMPOSITION OF COMMITTEES

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

- **Audit Committee**

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

The committee met 4 (Four) times during the F.Y. 2021-2022:

S. No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	27.04.2021	3	3
2	19.07.2021	3	3
3	13.11.2021	3	3
4	01.02.2022	3	3

The details of composition and attendance of Members of the Audit Committee as on 31.03.2022 are as follows:

S. No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Mr. Sudhanshu Srivastav (upto 29/06/2021)	Member and Executive Director	1	1
3.	Mr. Rishi Pal Panwar (upto 30/12/2021)	Member and Independent Non-Executive Director	3	3
4.	Mr. Jimit Jintendra Trivedi (upto 20/08/2021)	Member and Independent Non-Executive Director	2	2
5.	Mrs. Simmi Chhabra (w.e.f. 09/07/2021)	Member and Independent Non-Executive Director	3	3
6.	Mr. Sehajbir Singh Bhatia (w.e.f. 20/08/2021 and upto 30/12/2021)	Member and Non-Executive Director	1	1
7.	Mr. Davinder Singh (w.e.f. 17/01/2022)	Member and Non-Executive Director	1	1
8.	Mr. Pardeep Kumar (w.e.f. 17/01/2022)	Member and Independent Non-Executive Director	1	1

- Nomination and Remuneration Committee**

The committee met 3 (Three) times during the F.Y. 2021-2022:

S. No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	09.07.2021	3	3
2	20.08.2021	3	3
3	30.12.2021	3	3

The details of composition and attendance of Members of the Nomination and Remuneration Committee as on 31.03.2022 are as follows:

S. No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Mr. Rishi Pal Panwar (upto 30/12/2021)	Member and Independent Non-Executive Director	3	3
2.	Mr. Jimit Jintendra Trivedi (upto 20/08/2021)	Member and Independent Non-Executive Director	2	2

3.	Mrs. Simmi Chhabra (w.e.f. 09/07/2021)	Member and Independent Non-Executive Director	3	3
4.	Mr. Sehajbir Singh Bhatia (w.e.f. 20/08/2021 and upto 30/12/2021)	Member and Non-Executive Director	1	1

- **Stakeholder Grievance Committee**

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

The committee met 2 (Two) times during the F.Y. 2021-2022:

S. No.	Date of Meeting	Number of Members entitled to attend	Number of Members attended
1	19.07.2021	3	3
2	01.02.2022	3	3

The details of composition and attendance of Members of the Stakeholder Grievance Committee as on 31.03.2022 are as follows:

S. No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Mr. Sudhanshu Srivastav (upto 29/06/2021)	Member and Executive Director	Nil	Nil
3.	Mr. Rishi Pal Panwar (upto 30/12/2021)	Member and Independent Non-Executive Director	1	1
4.	Mr. Jimit Jintendra Trivedi (upto 20/08/2021)	Member and Independent Non-Executive Director	1	1
5.	Mrs. Simmi Chhabra (w.e.f. 09/07/2021)	Member and Independent Non-Executive Director	2	2
6.	Mr. Davinder Singh (w.e.f. 17/01/2022)	Member and Non-Executive Director	1	1
7.	Mr. Pardeep Kumar (w.e.f. 17/01/2022)	Member and Independent Non-Executive Director	1	1

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **RE-APPOINTMENT OF DIRECTOR:**

Mr. Ramandeep Singh (DIN: 07896086), who retires by rotation being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

- **INDEPENDENT DIRECTORS:**

The Company has received declaration from all the Independent Directors of the company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 25 of the SEBI (LODR) Regulations 2015 with the Stock Exchanges. The Independent Directors have met once during the financial year 2021-2022 on 19th March, 2022 without the attendance of non-independent directors and members of the Management. None of the Directors of your company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

- **APPOINTMENT OF DIRECTOR:**

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

- Mr. Ramandeep Singh was appointed as Additional Director on 20/08/2021 and was appointed as a Wholetime Director of the company at the 19th Annual General Meeting held on 27th September 2021.
- Mr. Davender Singh was appointed as Additional Director on 30/12/2021 and regularized at the Extra Ordinary General Meeting held on 31st January, 2022.
- Mr. Pardeep Kumar was appointed as an Additional Independent Director on 30/12/2021 and regularized at the Extra Ordinary General Meeting held on 31st January, 2022

- **CESSATION OF DIRECTOR:**

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

- Mr. Sudhanshu Srivastav resigned with effect from 29/06/2021.
- Mr. Jimit Jintendra Trivedi resigned with effect from 20/08/2021.
- Mr. Sehajbir Singh Bhatia resigned with effect from 30/12/2021.
- Mr. Rishi Pal Panwar resigned with effect from 30/12/2021.

- **CHANGE IN DESIGNATION:**

- During the year under review, the designation of Mr. Sehajbir Singh Bhatia was changed from executive director to non-executive director with effect from 20/08/2021.

- **KEY MANAGERIAL PERSONNEL:**

As on 31st March, 2022 following persons have been designated as Key Managerial Personnel of the company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder:

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

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

During the year under review, the company has no Joint ventures, Subsidiaries and Associate companies as per the provisions of Companies Act, 2013.

16. **DIRECTOR'S RESPONSIBILITY STATEMENT**

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

- that in the preparation of the annual accounts for the financial year ended 31st March, 2022 the applicable Indian accounting standards had been followed along with proper explanation relating to material departures.
- that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year review.

- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, and,
- (iv) the Directors had prepared the accounts for the financial year ended 31st March, 2022 on a going concern basis.
- (v) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. EXTRACT OF ANNUAL RETURN

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

18. MANAGEMENT DISCUSSION ANALYSIS REPORT

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

19. PARTICULARS OF EMPLOYEES

The disclosures 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 are not applicable since the company has no such employees. However, requisite disclosure is annexed as **Annexure D**.

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

The information in accordance with the provisions of Section 134 (3)(m) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable on the company. However the information in requisite format is attached as **Annexure E**.

21. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the rules made there under, the Company had appointed M/s. M.R. Chechi & Associates, Company Secretaries, Chandigarh, to undertake the Secretarial Audit of the Company for the year ended March 31, 2022. The Secretarial Audit Report (MR-3) issued in this regard is annexed as **Annexure F**. The reply of the management to qualification or reservation or adverse remarks of the Secretarial Auditor is as follows:

S. No.	Qualification or Reservation or Adverse Remarks	Reply of the Management
1.	During the financial year under review, the company has entered into related party transaction with M/s. Healthy Biosciences Private Limited irrespective of the fact that the agenda seeking approval of members for entering into related party transactions was not passed with requisite majority at the Annual General Meeting held on 27 th September, 2021.	The management had paid office rent to M/s. Healthy Biosciences Private Limited in anticipation of approval of members at the Annual General Meeting. Further the amount of transaction being less than 10% of the turnover of the company the approval of the members was not mandatory and the agenda was included in the notice of Annual General Meeting as a part of Good Corporate Governance.

2.	During the financial year under review, the company has not submitted the compliance certificate under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31 st March, 2021 within a period of thirty days from the end of the Financial Year.	The management has taken note of the same and the necessary compliances shall be made within the stipulated time in the future.
3.	The company has not updated its website as per the requirements of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and requisite provisions of the Companies Act, 2013.	The management has taken note of the same and the website shall be updated on the priority basis.

22. **AUDITORS & AUDITORS REPORT**

M/s. Harjeet Parvesh and Company, Chartered Accountants (Firm Registration No. 017437N) (Peer Review Certificate No. 011668) were 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 to be held in the year 2022. Further, they have also expressed their willingness to act as the Statutory Auditors of the company, if re-appointed and have further confirmed that the said appointment would be in conformity with the provisions of Section 139, 141 of the Companies Act, 2013. Based on the eligibility certificate given by the said auditors under Section 141 of the Companies Act, 2013, the Board of Directors recommend the re-appointment of M/s. Harjeet Parvesh and Company, Chartered Accountants, as the Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting to be held for the Financial year ended 31st March, 2023. The report given by the Auditors on the financial statement of the Company forms part of this report as ***Annexure G***.

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

23. **CASH FLOW ANALYSIS**

In conformity with the provisions of Clause 34(2) of SEBI (LODR) Regulations, 2015, the Cash Flow Statement for the year ended on 31st March, 2022 forms an integral part of the Financial Statements.

24. **MECHANISM FOR EVALUATION OF BOARD**

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

The performance evaluation of the independent Directors was completed in time. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors. The Board of Directors expresses their satisfaction with the evaluation process. The performance of each committee has been evaluated by its members and found to be highly satisfactory. On the basis of this exercise, the Board has decided that all Independent Directors should continue to be on the Board.

25. **IMPLEMENTATION OF RISK MANAGEMENT POLICY**

The company has formulated a policy and process for Risk Management. The company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of risks. Risk Management

forms an integral part of Management policy and is an ongoing process integrated with the operations.

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

26. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

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

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

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

The company has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. Further, the company has Internal Complaint Committees in compliance with the above mentioned Act and Rules. During the financial year 2021-2022, no such complaint has been received by the company.

29. STOCK EXCHANGES

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

Bombay Stock Exchange Limited (BSE Limited)

Metropolitan Stock Exchange of India Limited (MSEI Limited)

30. LISTING FEES

The Annual Listing Fee for the financial year 2021-2022 had been paid to those Stock Exchanges where the company's shares are listed.

31. CORPORATE GOVERNANCE

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable, as the company does not fall 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. INTERNAL AUDITORS & AUDITORS REPORT

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

34. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your company's internal financial control ensures that all assets of the company are properly safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately. The company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

35. DEMATERILISATION OF SHARES

The company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN Number INE730E01016 has been allotted for the company. Further the company does not have any Equity shares lying in the Suspense Account.

36. MAINTENANCE OF COST RECORDS

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

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

There are no unclaimed funds or shares to be deposited to the Investor Protection and Education Fund as on 31.03.2022.

38. 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.

39. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

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

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

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

41. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

The company has not filed any application and no proceeding was pending against the company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year under review.

42. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There was no such instance during the Financial Year under review.

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

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

42. ACKNOWLEDGEMENTS

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

**For and on Behalf of the Board of Directors
For Prism Medico and Pharmacy Limited**

**Place: Kala Amb
Date: 05/09/2022**

**Sd/-
Ramandeep Singh
Director
DIN: 07896086**

**Sd/-
Davender Singh
Director
DIN: 09447213**

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.

S. 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	Business transaction	Transactions in normal course of business.	Rent Paid: Rs. 70,800/-	27.04.2021	N.A.

ANNEXURE 'B' TO DIRECTORS' REPORT

FORM MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L51109HP2002PLC009299
2.	Registration Date	22/03/2002
3.	Name of the Company	Prism Medico and Pharmacy Limited
4.	Category/Sub-category of the company.	Company Limited by Shares
5.	Address of the Registered office and contact details.	D-118, Industrial Area, Phase VII, Mohali-160055. (The company has shifted its registered office to Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh- 173030 w.e.f. 02/04/2022).
6.	Whether listed company	Yes (BSE Limited and MSEI Limited)
7.	Name, Address and contact details of the Registrar and Transfer Agent, if any.	Purva Share Registry (India) Private Limited Unit Number 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai, Maharashtra- 400011. Email Id: support@purvashare.com Phone Number: 022-23016761

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. 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 and other animal/poultry feed	46204	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
---	---	---	---	---	---

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

A) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2021]				No. of Shares held at the end of the year [As on 31-March-2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual	1257019	0	1257019	20.73%	527769	0	527769	8.70%	(12.03%)
HUF	0	0	0	0	0	0	0	0	0
b) Central Government	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	1048134	0	1048134	17.29%	923292	0	923292	15.23%	(2.06%)
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	2305153	0	2305153	38.02%	1451061	0	1451061	23.93%	(14.09%)
	--	--	--	--	--	--	--	--	--
B. Public Shareholding	0	0	0	0	0	0	0	0	0
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	0	0	0	0	0	0	0	0

2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals					0				
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	1268513	15	1268528	20.92%	2489420	15	2489435	41.06%	20.14%
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	2042002	0	2042002	33.68%	1586156	0	1586156	26.16%	(7.52%)
c) Others (specify)	87257	0	87257	1.43%	227512	0	227512	3.75%	2.32%
Non Resident Indians	38053	0	38053	0.63%	64557	0	64557	1.06%	0.43
Overseas Corporate Bodies	235208	0	235208	3.88%	174028	0	174028	2.87%	(1.01%)
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	87227	0	87227	1.44%	70679	0	70679	1.17%	(0.27%)
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2)	3758260	15	3758275	61.98%	4612352	15	4612367	76.07%	(14.09%)
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	6063413	15	6063428	100%	6063413	15	6063428	100%	0

B) Shareholding of Promoter:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	JASJOT SINGH	914861	15.09%	---	228185	3.76%	---	(11.33%)
2.	PARMJEET KAUR	296009	4.88%	---	296009	4.88%	---	NIL
3.	GURSIMRAN SINGH	42574	0.70%	---	---	---	---	(0.70%)
4.	CHARANJIT SINGH BHATIA	3575	0.06%	---	3575	0.06%	---	NIL
5.	AJOONI BIOTECH LIMITED	927397	15.30%	---	923292	15.23%	---	(0.07%)
6.	PUNJAB BIOTECHNOLOGY PARK LIMITED	120737	1.99%	---	---	---	---	(1.99%)

C) Change in Promoters' Shareholding (please specify, if there is no change):

S. No.	Particulars	Shareholding during 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:					
	1. JASJOT SINGH	914861	15.09%	914861	15.09%	
	2. PARMJEET KAUR	296009	4.88%	1210870	19.97%	
	3. GURSIMRAN SINGH	42574	0.70%	1253444	20.67%	
	4. CHARANJIT SINGH BHATIA	3575	0.06%	1257019	20.73%	
	5. AJOONI BIOTECH LIMITED	927397	15.30%	2184416	36.03%	
	6. PUNJAB BIOTECHNOLOGY PARK LIMITED	120737	1.99%	2305153	38.02%	
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.).	Name of the Promoter	Sale/ Purchase	Number of Shares	---	---
Jasjot Singh		Sale	686676			
Gursimran Singh		Sale	42574			

		Ajooni Biotech Limited	Sale	4105		
		Punjab Biotechnology Park Limited	Sale	120737		
	At the end of the year:					
	1. JASJOT SINGH	228185		3.76%	228185	3.76%
	2. PARMJEET KAUR	296009		4.88%	524194	8.64%
	3. CHARANJIT SINGH BHATIA	3575		0.06%	527769	8.70%
	4. AJOONI BIOTECH LIMITED	923292		15.23%	1451061	23.93%

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding during 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:					
1.	GURCHARAN LAL MAKKAD	250000	4.12%	250000	4.12%	
2.	SURESH SARAF	194709	3.21%	444709	7.33%	
3.	ADITYA SOLANKI	176224	2.91%	620933	10.24%	
4.	SWEETY SARAF	111313	1.84%	732246	12.08%	
5.	P MUKESH KUMAR	106954	1.76%	839200	13.84%	
6.	MEENU SANGHAL	96100	1.58%	935300	15.42%	
7.	MEGHANA M JAIN	77300	1.27%	1012600	16.69%	
8.	MONABEN ANAND PATEL	75700	1.25%	1088300	17.94%	
9.	ACME INVESTMENT ADVISORS PRIVATE LIMITED	74308	1.23%	1162608	19.17%	
10.	PRAKASH CHAND CHAGANLAL	70000	1.15%	1232608	20.32%	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	Name of the Shareholder	Sale/ Purchase	Number of Shares	---	---
		Gurcharan Lal Makkad	Sale	250000		
		Suresh Saraf	Sale	8595		
		Aditya Solanki	Sale	176224		
		Meenu Sanghal	Sale	96100		
		Acme Investment Advisors	Sale	74308		

		Private Limited				
		I.C. Sanghal & Sons HUF	Purchase	96100		
		Rainbow Traders Private Limited	Purchase	59000		
		Jagdish Pravinbhai Hirani	Purchase	64030		
		Ravinder Pal Singh	Purchase	61500		
		P Mukesh Kumar	Purchase	35546		
	At the end of the year:					
1.	SURESH SARAF	186114	3.07	186114	3.07%	
2.	P MUKESH KUMAR	142500	2.35	328614	5.42%	
3.	SWEETY SARAF	111313	1.84	439927	7.26%	
4.	I.C. SANGHAL & SONS HUF	96100	1.58	536027	8.84%	
5.	MEGHANA M JAIN	77300	1.27	613327	10.11%	
6.	MONABEN ANAND PATEL	75700	1.25	689027	11.36%	
7.	PRAKASH CHAND CHAGANLAL	70000	1.15	759027	12.51%	
8.	RAINBOW TRADERS PRIVATE LIMITED	69000	1.14	828027	13.65%	
9.	JAGDISH PRAVINBHAI HIRANI	64030	1.06	892057	14.71%	
10.	RAVINDER PAL SINGH	61500	1.01	953557	15.72%	

E) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	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:					
	1. GURSIMRAN SINGH	42574	0.70%	42574	0.70%	
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.).	Name of the Director/ KMP	Sale/ Purchase	Number of Shares	---	---
		Gursimran Singh	Sale	42574		
	At the end of the year:	---	---	---	---	

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Ramandeep Singh	
1.	Gross salary	1,84,677.00	1,84,677.00
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	---	---
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---
	(c) Profits in lieu of salary under Section 17(3) Income tax Act, 1961	---	---
2.	Stock Option	---	---
3.	Sweat Equity	---	---
4.	Commission - as % of profit - others, specify...	---	---
5.	Others, please specify	---	---
	Total (A)	1,84,677.00	1,84,677.00
	Ceiling as per the Act	---	---

B. Remuneration to other directors:

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
1.	Independent Directors	---	---	---
	Fee for attending board committee meetings	---	---	---
	Commission	---	---	---
	Others, please specify	---	---	---
	Total (1)	---	---	---
2.	Other Non-Executive Directors	---	---	---
	Fee for attending board committee meetings	---	---	---
	Commission	---	---	---
	Others, please specify	---	---	---
	Total (2)	---	---	---
	Total (B)=(1+2)	---	---	---
	Total Managerial Remuneration (A)+(B)	1,84,677.00	---	1,84,677.00
	Overall Ceiling as per the Act	---	---	---

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD:

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	---	---	---	---
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	---	---	---	---
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	---	---	---
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	---	---	---	---
2	Stock Option	---	---	---	---
3	Sweat Equity	---	---	---	---
4	Commission	---	---	---	---
	- as % of profit	---	---	---	---
	Others specify...	---	---	---	---
5	Others, please specify	---	---	---	---
	Total	---	---	---	---

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL

Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**For and on Behalf of the Board of Directors
For Prism Medico and Pharmacy Limited**

**Place: Kala Amb
Date: 05/09/2022**

**Sd/-
Ramandeep Singh
Director
DIN: 07896086**

**Sd/-
Davender Singh
Director
DIN: 09447213**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March, 2022.

INDUSTRY STRUCTURE, DEVELOPMENT

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

SEGMENT-WISE PERFORMANCE

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

OPPORTUNITIES AND THREATS

The company is taking maximum efforts to capitalize on business opportunities and further expects a better outlook in the coming years. The management has decided to alter the main objects of the Memorandum of Association, so as to enter a new market segment. The threats to the segment in which the company operates are pricing pressure arising due to competition from low cost suppliers, technology up gradation, severe competition and newly emerging competitive nations and stricter environment laws.

STRENGTH

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

RISKS AND CONCERNS

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

INFORMATION TECHNOLOGY

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

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

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

COVID-19 UPDATE

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

CAUTIONARY STATEMENT

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

**For and on Behalf of the Board of Directors
For Prism Medico and Pharmacy Limited**

**Place: Kala Amb
Date: 05/09/2022**

**Sd/-
Ramandeep Singh
Director
DIN: 07896086**

**Sd/-
Davender Singh
Director
DIN: 09447213**

ANNEXURE 'D' TO DIRECTORS' REPORT

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

[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]

The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2021-2022 along with the percentage increase in Remuneration of each Executive Director and Key Managerial Personnel (KMP) during the financial year 2021-2022:

S. 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. Ramandeep Singh	Director	N.A.	N.A.
2.	Mr. Davender Singh	Director	N.A.	N.A.
3.	Mr. Gursimran Singh	Chief Financial Officer	N.A.	N.A.
4.	Mr. Sameer Gupta	Company Secretary and Compliance Officer	-	-

(Note: There were no employees in the company during the Financial Year under review).

Notes:

- The Independent Directors of the Company are entitled to sitting fee and commission on Net Profits as per statutory provisions of the Companies Act, 2013 and as per terms approved by the Members of the Company.
- Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.
- Employees for the purpose above include all employees excluding employees governed under collective bargaining process.
- The percentage increase in the median remuneration of employees in the financial year 2021-2022 was NIL.
- It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2022, were as per the Nomination and Remuneration Policy of the Company.

**For and on Behalf of the Board of Directors
For Prism Medico and Pharmacy Limited**

Sd/-
Place: Kala Amb
Date: 05/09/2022
Ramandeep Singh
Director
DIN: 07896086

Sd/-
Davender Singh
Director
DIN: 09447213

DISCLOSURES TO ANNUAL REPORT

[Pursuant to Regulation 34(3) and 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	Nil	Nil

Note: As on 31st March 2022 the company has no subsidiary/holding company.

B) DECLARATION

I, Gursimran Singh, CFO of the company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code on an annual basis.

**On behalf of the Board
For Prism Medico and Pharmacy Limited**

**Sd/-
Gursimran Singh
CFO**

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

To,
The Board of Directors,

We, Ramandeep Singh, Director and Gursimran Singh, Chief Financial Officer of the company hereby certify that in respect of the financial year ended on March 31, 2022:

We have reviewed financial statements and the cash flow statement for the year March 31, 2022 and that to our best knowledge and belief:

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

(ii) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(ii) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

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

or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit committee:

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

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

(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Kala Amb
Date: 25/05/2022

Sd/-
Sudhanshu Srivastav
Director

Sd/-
Gursimran Singh
CFO

ANNEXURE 'E' TO DIRECTORS' REPORT

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

A. CONSERVATION OF ENERGY:

- Steps taken for conservation: The company continues to give high priority to conservation of energy on an on-going basis
- Steps taken for utilizing alternate sources of energy: **N.A.**
- Capital investment on energy conservation equipments: **N.A.**

B. TECHNOLOGY ABSORPTION:

Efforts made for technology absorption:

- Benefits derived: **N.A.**
- Expenditure on R&D: **N.A.**
- Technology imported: **NONE**
- Year of Import: **N.A.**
- Has technology been fully absorbed: **N.A.**
- Areas where this has not taken place: **N.A.**

C. FOREIGN EXCHANGE EARNINGS AND OUTGO (2021-2022)

Foreign Exchange earnings: **NIL**

Foreign Exchange outgo: **NIL**

For and on Behalf of the Board of Directors
For Prism Medico and Pharmacy Limited

Place: Kala Amb
Date: 05/09/2022

Sd/-
Ramandeep Singh
Director
DIN: 07896086

Sd/-
Davender Singh
Director
DIN: 09447213

ANNEXURE 'F' TO DIRECTORS' REPORT

Form MR-3

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

TO,

THE MEMBERS

PRISM MEDICO AND PHARMACY LIMITED

CIN: L51109HP2002PLC009299

SUKETI ROAD, KALA AMB, SIRMAUR,

HIMACHAL PRDESH-173030.

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 **31/03/2022**, 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 **31/03/2022** according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable as company has not accepted/made any FDI, ODI or ECBs during the Financial Year under review.**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the company:

- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the Company did not issue any ESOP or ESPS during the Financial Year under review.**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the Company did not issue any debt securities during the Financial Year under review.**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share transfer Agent during the year under review.**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not delisted its Equity shares from any Stock Exchange during the financial year under review** and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back any of its securities during the Financial Year under review.**
- VI) Based on the representation made by the company and its officers, the company has proper system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Guidelines and Standards as applicable to the company which are given below:
- i. The Environment (Protection) Act 1986
 - ii. Air (Prevention and Control of Pollution) Act, 1981
 - iii. The Water (Prevention and Control of Pollution) Act, 1974
 - iv. GST (Goods & Service Tax) Laws, Excise Laws, Sales Tax Laws
 - v. Income Tax Act, 1961.
 - vi. Food Safety and Standards Act, 2006
 - vii. Labour Laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, Employee State Insurance etc.
 - viii. MSMED Act, 2006
 - ix. Trademark Act, 1999

- x. Legal Metrology Act, 2009
- xi. The Electricity Act, 2003 and the Electricity Rules 2005
- xii. The Factories Act, 1948
- xiii. The Payment of Bonus Act, 1965
- xiv. The Employees Provident Fund and Miscellaneous Provisions Act, 1952

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 2021-2022.
- ii) The provisions of the Listing Agreements entered into by the Company with the Stock Exchanges.

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

- 1. During the financial year under review, the company has entered into related party transaction with M/s. Healthy Biosciences Private Limited irrespective of the fact that the agenda seeking approval of members for entering into related party transactions was not passed with requisite majority at the Annual General Meeting held on 27th September, 2021.**
- 2. During the financial year under review, the company has not submitted the compliance certificate under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March, 2021 within a period of thirty days from the end of the Financial Year.**
- 3. The company has not updated its website as per the requirements of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and requisite provisions of the Companies Act, 2013.**

We further report that:

- The Board of Directors of the company is constituted with proper mix of Executive Directors, Non-Executive Directors and Independent Directors. Further, changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decisions were carried through while the dissenting members views were captured and recorded as part of the minutes.

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

We further report that during the audit period, in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the material affairs, the company has:

- (i) Shifted its registered office from the State of Punjab to the State of Himachal Pradesh.

**FOR M.R. CHECHI & ASSOCIATES
COMPANY SECRETARIES**

UDIN: F003823D000850121

Place: Chandigarh

Dated: 25th August, 2022.

Sd/-

MAST RAM CHECHI

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

TO,

THE MEMBERS,
PRISM MEDICO AND PHARMACY LIMITED
CIN: L51109HP2002PLC009299
SUKETI ROAD, KALA AMB, SIRMAUR,
HIMACHAL PRDESH-173030.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness and the compliance by the company abiding and adherence to applicable financial and taxation laws like direct taxation and indirect taxation laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR M.R. CHECHI & ASSOCIATES
COMPANY SECRETARIES**

UDIN: F003823D000850121
Place: Chandigarh
Dated: 25th August, 2022.

Sd/-
MAST RAM CHECHI
M. NO.: 3823; CP NO.: 2906

Independent Auditor's Report

To
The Members of M/s PRISM MEDICO AND PHARMACY LIMITED

Opinion

We have audited the accompanying standalone financial statements of M/s PRISM MEDICO AND PHARMACY LIMITED which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss(statement of changes in equity),Cash Flow Statement for the year then ended, notes to the financial statements and a summary of significant accounting policies and other explanatory information. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its Profit,(changes in equity) for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key Audit matters are those matters that, in our professional 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 except for the following:

- 1) The company has transferred its investments in M/s. Healthy Biosciences Private Limited (unlisted company) to M/s. Punjab Solvex, M/s Punjab Biotechnology Park and M/s. Khanna Solvex during the year in exchange of purchases made from these parties i.e. for a consideration other than cash.
We are unable to ascertain the valuation of consideration received and recognize any profit or loss on transfer of such shares.

Management's Responsibility for the Standalone Financial Statements

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance ,(changes in equity)and cash flows of the

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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

Sd/-
CA Konica Madan
(PARTNER)

M. No.: 547759
UDIN: 22547759AJNZMJ7789

Date: 25/05/2022
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, 2022:

- 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.
(d) The company has not revalued its Property, Plant and Equipment during the year.
(e) No proceedings have been initiated against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act 1988 and rules made there under.
- 2) (a) The Management has conducted Physical verification of inventory at reasonable intervals and according to our opinion is reasonable having regard to the size of the company and nature of its business. There were no discrepancies noticed on physical verification of the inventory.
(b) The quarterly returns or statements filed by company with banks or financial institutions are in agreement with the books of accounts.
- 3) a) The Company has not granted any loans or provided any advances in nature of Loans , secured or unsecured to Companies , firms , Limited Liability Partnerships or any other party.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Duty of Excise, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities
According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, GST, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) According to the information and explanation given to us, there are no transactions which have been surrendered or disclosed as income during the year in tax assessment under Income tax Act, 1961.

9) a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.

b) In our opinion and according to the information and explanations given to us, the company is not declared as wilful defaulter by any bank or financial institution or other lender.

c) In our opinion and according to the information and explanations given to us Long term Loans were applied for the purpose they were obtained.

d) In our opinion and according to the information and explanations given to us funds raised on Short term basis were applied for the purpose they were obtained.

e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause of the Order is not applicable to the Company.

10) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause (x) of the Order are not applicable to the Company and hence not commented upon.

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

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

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

14) In our opinion, the company has an internal audit system to commensurate with the size and nature of its business,

b) The reports of Internal Auditor dated 15.05.2022 were considered while forming an opinion on financial statements.

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

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

17) In our opinion, the company has incurred any cash losses in the financial year amounting to Rs. 49,02,616 and Rs 16,28,105 in the preceding financial year.

18) There is no resignation of the statutory auditor during the year, accordingly, the provisions of clause (Xviii) of the Order are not applicable to the Company and hence not commented upon.

19) In our opinion, on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of Board of directors and management's plans no material uncertainty exists as on date of audit report that company is not capable of meeting its liabilities at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20) In our opinion, the Provisions of Section 135(5) Of the Companies Act are not applicable to the company, the provisions of clause (xx) of the Order are not applicable to the Company and hence not commented upon.

21) In our opinion the financial statements are stand alone statement and consolidation is not required, the provisions of clause (xxi) of the Order are not applicable to the Company and hence not commented upon.

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

Sd/-
CA Konica Madan
(PARTNER)

M. No.: 547759

UDIN: 22547759AJNZMJ7789

Date: 25/05/2022

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, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of

management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022.

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

**Sd/-
CA Konica Madan
(PARTNER)**

**M. No.: 547759
UDIN: 22547759AJNZMJ7789**

**Date: 25/05/2022
Place: MOHALI**

PRISM MEDICO & PHARMACY LIMITED				
Balance Sheet as at 31st March, 2022				
PARTICULARS	NOTES	31.03.2022	31.03.2021	01.04.2020
I) ASSETS				
(1) Non-current assets				
a) Property , Plant & Equipment	1	454,295.00	553,409.00	6,77,381.00
b) Financial Assets				
Non-Current Investment	2	0.00	1,93,80,000.00	1,93,80,000.00
c) Deferred Tax Assets		1,878,551.00	588,128.00	1,36,134.00
(2) Current assets				
a) Inventories	3	67,706,199.00	4,84,66,240.00	4,75,729.00
b) Financial Assets				
i. Cash & Cash Equivalent	4	551,027.00	8,41,329.00	11,17,555.00
ii. Short Term Loans and advances	5	5,991,040.00	1,01,15,337.00	1,03,56,338.00
iii. Trade Receivables	6	48,804,510.00	13,51,39,412.00	18,33,61,367.00
(c) Other Current Asset	7	3,36,740.00	3,36,741.00	3,36,741.00
TOTAL		125,722,362.00	21,54,20,596.00	21,58,41,245.00
II) EQUITY AND LIABILITIES				
(1) Equity				
a) Equity Share Capital	8	6,06,34,280.00	6,06,34,280.00	6,06,34,280.00
b) Other Equity	9	64,913,857.00	6,86,25,164.00	6,99,25,245.00
(2)Non - Current Liabilities				
a) Deferred tax liabilities		0.00	0.00	0.00
(3)Current Liabilities				
a) Financial Liabilities				
Trade Payables	10	0.00	8,44,38,878.00	8,44,80,968.00
b) Other Current Liabilities	11	174,225.00	17,22,275.00	8,00,750.00
c) Short Term Provisions	12	0.00	0.00	0.00
TOTAL		125,722,362.00	21,54,20,596.00	21,58,41,245.00

NOTES ON ACCOUNTS

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

FOR AND ON BEHALF OF THE BOARD

Ramandeep Singh
DIRECTOR

Davender Singh
DIRECTOR

Sameer Gupta
COMPANY SECRETARY

Gursimran Singh
CFO

Date: 25.05.2022

Place: Mohali

AUDITOR'S REPORT

As per our report of even date

FOR HARJEET PARVESH & Co

CA Konica Madan
M. No: 547759

PRISM MEDICO & PHARMACY LIMITED				
Statement of Profit & Loss Account for the year ended 31st March, 2022				
PARTICULARS	NOTES	31.03.2022	31.03.2021	01.04.2020
INCOMES				
Revenue from operation	12	8,44,38,854.00	16,76,35,782.00	26,89,01,792.00
Other Income		1,820.00	0.00	0.00
TOTAL Income Rs.		8,44,40,675.00	16,76,35,782.00	26,89,01,792.00
EXPENSES				
Cost of Material Consumed	13	10,55,18,709.00	21,46,71,245.00	25,69,62,800.00
Change in Inventories of Finished Goods, Work in-Progress and Stock-in-Trade	14	-1,92,39,959.00	-4,79,90,511.00	91,39,806.00
Employee Benefit Expenses	15	19,04,000.00	16,76,000.00	21,96,048.00
Finance Cost	16	4,602.00	2,465.00	2,494.00
Depreciation expenses	17	86,603.00	1,23,971.00	1,76,180.00
Other Expenses				
Administrative Expenses	18	11,55,938.00	9,04,688.00	11,05,634.00
Total Expenses		8,94,29,893.00	16,93,87,859.00	26,95,82,962.00
PROFIT OF THE YEAR		-49,89,219.00	-17,52,077.00	-6,81,170.00
TAX EXPENSE		-	-	-
Current Tax		0.00	0.00	0.00
Deferred Tax	19	12,90,424.00	4,51,994.00	1,78,623.00
MAT Credit Entitlement		0.00	0.00	0.00
NET PROFIT AFTER TAX		-36,98,795.00	-13,00,082.00	-5,02,547.00

NOTES ON ACCOUNTS

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

FORM INTEGRAL PART OF THE ACCOUNT

FOR AND ON BEHALF OF THE BOARD

Ramandeep Singh
DIRECTOR

Davender Singh
DIRECTOR

Sameer Gupta
COMPANY SECRETARY

Gursimran Singh
CFO

Date: 25.05.2022

Place: Mohali

AUDITOR'S REPORT

As per our report of even date

For HARJEET PARVESH & Co.

CA Konica Madan
M. No.: 547759

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2022

	PARTICULARS	31.03.2022 (Rupees)	31.3.2021 (Rupees)
A	CASH FLOW FROM OPERATING ACTIVITIES:		
	Profit Before tax of the year	(49,89,218.72)	(17,52,076.68)
	Adjustment for:		
	Depreciation & Amortization	86,603.27	1,23,971.20
	Interest & Finance Charges	4,602.00	2,465.00
	Operating Profit Before Prior Period Items and Working Capital Changes	(48,98,013.45)	(16,25,640.48)
	Operating Profit Before Working Capital Changes	(48,98,013.45)	(16,25,640.48)
	Adjustments for:		
	Decrease(increase) in receivables	8,63,34,903.00	4,82,21,955.00
	Inventories	(1,92,39,959.00)	(4,79,90,511.00)
	Other Current Assets	00.00	00.00
	Other Current Liabilities	(15,48,049.00)	92,1,525.00
	Increase(decrease) in Trade Payables	(8,44,38,878.00)	(42090.00)
	Cash Generated from Operations	(2,37,89,996.00)	(5,14,762.00)
	Income Tax Paid	00	00
Net Cash from Operating Activities	(2,37,89,996.00)	(5,14,762.00)	
B	Cash Flow from Investing Activities:		
	Investments sold	1,93,80,000.00	00
	Loans & Advances given	41,24,297.40	2,41,000.50
	Net Cash (used)/Generated in Investing Activities	2,35,04,297.40	2,41,001.00
C	Cash Flow from Financing Activities:		
	Proceed from Share Capital	0.00	0.00
	Proceeds/(Repayment) of Long Term Borrowings	0.00	0.00
	Proceeds/(Repayment) of Short Term Borrowings	0.00	0.00
	Interest and Other Finance Costs paid	(4,602.00)	(2,465.00)
	Net Cash (Used)/Generated in Financing Activities	(4,602.00)	(2,465.00)
	Net Increase in Cash and Cash Equivalents (A)+(B)+(C)	(2,90,301.00)	(2,76,227.00)
	Opening Cash and Cash Equivalents	8,41,329.00	11,17,556.00
Closing Cash and Cash Equivalents	5,51,027.00	8,41,329.00	

PRISM MEDICO AND PHARMACY LTD

AS AT 31ST MARCH, 2022

NOTE '1' TO '19' ANNEXED TO AND FORMING PART OF THE

BALANCE SHEET AS ON 31ST MARCH, 2022 AND STATEMENT OF PROFIT & LOSS

FOR THE YEAR ENDED ON THAT DAY

PARTICULARS	31ST MARCH 2022	31ST MARCH 2021
--------------------	------------------------	------------------------

NOTE : 2 - NON CURRENT INVESMENTS

Unquoted Shares of:	0.00	1,93,80,000
- M/s Healthy Biosciences Pvt Ltd (19,38,000 Eq. Shares @ Rs. 10 each i.e. Rs. 1,93,80,000) (Fair Value Rs. 10 each/-)		
TOTAL Rs.	0.00	1,93,80,000

NOTE : 3 - INVENTORIES

(As per inventories taken, valued and certified by the management)

Finished Goods / Traded Goods	6,77,06,199	4,84,66,240
TOTAL Rs.	6,77,06,199	4,84,66,240

NOTE : 4 - CASH & CASH EQUIVALENTS

Cash-in-Hand	3,09,630	5,93,123
Cash at Bank	2,41,397	2,48,206
TOTAL Rs.	5,51,027	8,41,329

NOTE : 5 - SHORT TERM LOANS & ADVANCES

(i) Advances to Suppliers/Other Advances	0.00	37,04,297
(ii) Other Loans and Advances:	56,00,000	60,20,000
(iii) Balance with Revenue Authorities		
- Income Tax Refund	3,91,040	3,91,040
TOTAL Rs.	59,91,040	1,01,15,337

NOTE : 6 - TRADE RECEIVABLES

Sundry Debtors	4,88,04,510	13,51,39,412
TOTAL Rs.	4,88,04,510	13,51,39,412

PARTICULARS**31ST MARCH 2022****31ST MARCH 2021****NOTE : 7 - OTHER CURRENT ASSETS**

Mat Credit Entitlement

3,36,740

3,36,740

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

1,00,00,000 Equity Shares of Rs 10/- Each

10,00,00,000

10,00,00,000

ISSUED, SUBSCRIBED AND PAID UP

60,63,428 Equity Shares of Rs 10/- Each

6,06,34,280

6,06,34,280

TOTAL Rs.**6,06,34,280****60634280**

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

(c) Statement of Changes in Equity

PARTICULARS	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares at the beginning of the year	6063428	60634280	6063428	60634280
Add: Equity Shares allotted during the year	0	0	0	0
Equity Shares at the end of the year	6063428	60634280	6063428	60634280
Shareholders holding more than 5 % shares	No. of Equity shares	% of Holding		
Ajooi Biotech Limited	9,27,397	15.29%		
Jasjot Singh	9,14,861	15.09%		

Shareholders holding by Promoters	No. of equity shares	% of Holding	% change during year
Ajooi Biotech Limited	923292	15.23%	-0.06%
Jasjot Singh	228185	3.76%	-12.14%
Paramjeet Kaur	296009	4.88%	-
Charanjit Singh Bhatia	3575	0.06%	-
Punjab Biotechnology Park Limited	-	-	-1.99%
Gursimran Singh	-	-	-0.70%

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

Balance as per last year	6,86,25,163	6,99,25,245.81
Add : Net Profit for the year	-36,98,795	-13,00,082.48
Add / Less : Transfer from fixed assets	-12,511.47	0.00
TOTAL Rs.	6,49,13,857	6,86,25,163

NOTE : 10 - TRADE PAYABLES

Sundry Creditors	0.00	8,44,38,878
TOTAL Rs.	0.00	8,44,38,878

NOTE : 11 - OTHER CURRENT LIABILITIES

(i) Other Liabilities	1,15,225	0.00
(ii) Expenses Payable	0.00	16,61,250
(iii) TDS Payable	5,000	5,775
(iv) Audit Fees Payable	54,000	55,250
TOTAL Rs.	1,74,225	17,22,275

NOTE : 12(a) - REVENUE FROM OPERATIONS

(i) Sale of Products:		
-Agriculture Products	8,44,38,854	16,76,35,782
TOTAL Rs.	8,44,38,854	16,76,35,782

NOTE : 13 - COST OF MATERIAL CONSUMED

Purchase of Stock In trade	10,55,18,709	21,46,71,245
TOTAL Rs.	10,55,18,709	21,46,71,245

NOTE : 14 - CHANGE IN INVENTORIES

Finished Goods / Traded Goods		
Opening Stock	4,84,66,240	4,75,729
Less Closing Stock	6,77,06,199	4,84,66,240
TOTAL Rs.	-1,92,39,959	-4,79,90,511

NOTE : 15 - EMPLOYEE BENEFIT EXPENSE

(i) Salary, Wages & Allowances	19,04,000	16,76,000
TOTAL Rs.	19,04,000	16,76,000

NOTE : 16 - FINANCE COST

Bank Charges	4,602	2,465
TOTAL Rs.	4,602	2,465

NOTE : 17 - DEPRECIATION EXPENSE

Depreciation on Fixed Assets	86,603	1,23,971
TOTAL Rs.	86,603	1,23,971

NOTE : 12(b) - OTHER INCOME

Rebate & Discount	1,820	0.00
TOTAL Rs.	1,820	0.00

NOTE : 18 - ADMINISTRATIVE EXPENSES

Advertisement Expenses	1,17,322	50,516
Audit Fee	59,000	59,000
Sitting Fee	0.00	0.00
Legal & Professional Fee	1,19,340	6,83,512
Postage & Courier Expenses	0.00	60
Printing & Stationery	2,000.00	0.00
Office Rent	70,800	70,800
Rates & Taxes	6,02,799	2,266
Travelling & Conveyance	0.00	0.00
ROC Expenses	0.00	0.00
Rebate & Discount	0.00	2,500
Miscellaneous Expenses	0.00	36,034
Director Remuneration	1,84,677	0.00
TOTAL Rs.	11,55,938	9,04,688

PRISM MEDICO AND PHARMACY LIMITED

NOTE: 19 - NOTES ON ACCOUNTS & ACCOUNTING POLICIES
Forming part of Balance Sheet and Statement of Profit and Loss
For the Year ended 31st March, 2022

Note 19

A. SIGNIFICANT ACCOUNTING POLICIES:

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

a) System of Accounting :

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

b) Fixed Assets and Depreciation:

Depreciation is provided on Written Down Value method assuming residual value as 5% over the useful lives of assets estimated by the Management. at the rates specified in Part C of Schedule II of the Companies Act, 2013 on Pro rata basis and the Assets having the Value up to Rs. 5,000.00 have been depreciated at the rate of 100%.

c) Inflation:

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

d) Basis of Accounting:

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

e) Valuation of Inventory:

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

f) Events Occurring After the Valuation Date:

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

g) Use of Estimates:

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

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

h) Recognition Of Income & Expenditure:

- i) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company, the significant risks and rewards of ownership have been transferred to the buyer and the revenue can be reliably measured in compliance with IND AS-18.
- ii) Sales are recognised as & when the goods are supplied and net of GST. However rebate & discount is being separately shown as other income.
- iii) Expenses are accounted for on accrual basis and provision is made for all known losses and expenses.

i) Employee's Benefits:

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

j) Cash Flow Statement:

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

k) Income Tax:

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

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

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can

be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

I) Investments:

As per IND AS the Residual value of investments should be recognised at fair value and any change in the value should be recognised through FVTPL/FVOCI method. Further any profit or loss on sale of such investments should be recognised either through profit /loss or other comprehensive income.

B. NOTES ON ACCOUNTS:

1. Previous year figure have been re-grouped / re-arranged / re-caste wherever considered necessary, to suit the current year's layout as per the performa of Revised Schedule III of IND AS.

2. In the opinion of the Board, the current assets, loans & advances have a value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the balance sheet and that the provision for known liabilities are adequate and not in excess of amount reasonably necessary.

3. EPS CALCULATION

<u>Particulars</u>	<u>31.01.2022</u>	<u>31.03.2021</u>
<u>Profit available for Equity Shareholders</u>	(3,698,795.08)	(1,300,082.48)
For Basic Earning:	6,063,428.00	6,063,428.00
No. of Weighted Average Equity Shares		
For Diluted Earning:	6,063,428.00	6,063,428.00
Effect of Diluted Equity Shares equivalent to Pending for Allotment		
No. of Weighted Average of Diluted Equity Shares	6,063,428.00	6,063,428.00
Nominal Value of Equity Shares	10	10
Earning Per Share (Rs.):		
Basic	(0.61)	(0.21)
Diluted	(0.61)	(0.21)

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

5. Related Party disclosures are required under the Accounting standard (IAS-24) on "Related Party Disclosures" issued are given below:

a.) Relationship

i) Holding Company : NONE

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

Ramandeep Singh (Whole time Director)

Gursimran Singh (CFO)

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

a) Ajooni Biotech Limited

iv) Related Party Transaction

Description	2021-2022	2020-2021
1.Transaction during the year:		
With Healthy Bioscience Private Limited:		
Purchases within the year	-	-
Sale made during the year	-	-
Collections Received	3,599,000.00	60,000.00
Repayment made against purchases	-	-
With Ajooni Biotech Limited:		
Purchases within the year	-	-
Sale made during the year	-	913,050.00
Repayment made against purchases	913,000.00	150,000.00
Collections Received	913,000.00	1,063,050.00
2. Rent paid to Healthy Biosciences Private Limited	70,800.00	70,800.00
Total	5,495,800.00	2,256,900.00

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

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

8. Contingent Liabilities not provided for:

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

	31st March, 2022	31st March, 2021
9. CIF value of imports	Nil	Nil
10. Remittance in foreign Currency	Nil	Nil
11. Expenditure in Foreign Currency	Nil	Nil
12. Earning in Foreign Currency	Nil	Nil

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

14. Auditors' Remuneration	31.03.2022	31.03.2021
As Statutory Audit Fee	59,000.00	59,000.00
Total Rs.	59,000.00	59,000.00

15. Deferred Taxation

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

PARTICULARS	Current Year	Previous Year
Difference on Account of Depreciation	-26,049.73	-13,631.80
Total Timing Difference	-26,049.73	-13,631.80
Tax Rate	26.00	26.00
Deferred Tax Asset/(liability) created on Timing Difference	-6,773.23	-3,544.57
Opening DTA/DTL	588,127.83	136,133.40
Current year loss	-4,989,218.72	-1,752,076.68
DTA On above	1,297,196.87	455,539.00
Total Deferred Tax Asset	1,878,551.47	588,127.83

Deferred Tax due to Depreciation:

Timing Difference on Depreciation	CURRENT YEAR	PREVIOUS YEAR
Depreciation as per Books of Accounts	86,603.27	123,971.20
Depreciation as per Income Tax Act	112,653.00	137,603.00
Timing Difference (Less Allowance By Income Tax)	(26,049.73)	(13,631.80)

16. Details of Shareholders

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

17. Key Ratios as on 31.03.2022

PARTICULARS	RATIO
1) Current Ratio	708.22
2) Debt-Equity Ratio	-
3) Debt Service Coverage Ratio	-
4) Return on Equity Ratio	-0.02
5) Inventory Turnover Ratio	0.73
6) Trade Receivables Turnover Ratio	0.73
7) Trade Payables Turnover Ratio	2.50
8) Net Capital Turnover Ratio	0.69
9) Net Profit Ratio	-0.06
10) Return on Capital Employed Ratio	-0.04
11) Return on Investment	-0.04

18. Others

Three bank accounts namely ICICI bank Mumbai with balance Rs 4,000/-, Union Bank of India balance Rs. 2,02,809.89/- and Bank A/C Mumbai balance Rs. 7,270/- as appearing in books of accounts on 31.03.2022 have become in-operative and balance of same cannot be confirmed

19. Rounding of has been done to nearest 10.

FOR AND ON BEHALF OF THE BOARD

Ramandeep Singh
DIRECTOR

Davender Singh
DIRECTOR

Sameer Gupta
COMPANY SECRETARY

Gursimran Singh
CFO

As per our report of even date

For HARJEET PARVESH & Co
CHARTERED ACCOUNTANTS
FRN: 017437N

Date: 25.05.2022
Place: Mohali

CA Konica Madan
M. No.: 547759