



CIN : L51109PB2002PLC047444

Prism Medico And Pharmacy Limited

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

Tel: 0172-5020762

Email : investorgrievancewmcl@gmail.com

www.prismmedico.com

Date: 30.05.2019

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

Subject: Outcome of Adjourned Board Meeting held on Thursday, 30th May, 2019

Dear Sir/Madam

Pursuant to the provisions of Regulation 30(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform your good self that the Board of Directors in their meeting held on **Thursday, 30th May, 2019 at 5:00 p.m. and concluded at 7:00 p.m.:**

1. Consider and Approved and taken on records the Audited Financial Results along with Audit Report for the quarter and Financial Year ended on March 31, 2019 as recommended by the Audit Committee.

Further, we hereby enclose the following:

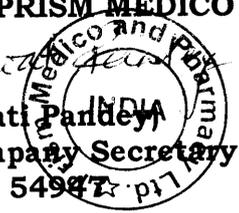
- a. Audited Financial Results for the Financial Year ended on March 31, 2019.
- b. Audit Report from the Statutory Auditor of the Company.

You are requested to take the same on record and acknowledge receipt.

Thanking You,

For **PRISM MEDICO & PHARMACY LIMITED**


(Swati Pandey)
Company Secretary
ACS 54947





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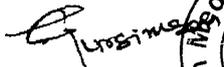
DECLARATION

[Pursuant to Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Pursuant to the requirement as specified by regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 it is hereby declared that the Auditors Report for the Financial Year ended on March 31, 2019 contains unmodified opinion as provided under the Independent Auditor's Report which is attached herewith for your reference.

You are kindly requested to take the above declaration in your records.

For Prism Medico & Pharmacy Limited


Gursimran Singh
(Director)

DIN: 02209675



PRISM MEDICO AND PHARMACY LTD.

CIN : L51109PB2002PLCO47444

PARTICULARS	STANDALONE (AUDITED)			CONSOLIDATED	
	AS ON	AS ON	AS ON	AS ON	AS ON
	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2018
EQUITY AND LIABILITIES					
(1) SHAREHOLDER'S FUND					
(A) SHARE CAPITAL	606.34	606.34	606.34	606.34	606.34
(B) RESERVES AND SURPLUS	708.74	671.80	684.86	680.84	680.84
(C) MONEY RECEIVED AGAINST SHARE WARRANTS	0.00	0.00	0.00	-	-
SUB-TOTAL - SHAREHOLDERS' FUNDS	1315.09	1278.14	1291.20	1287.19	1287.19
(2) SHARE APPLICATION MONEY PENDING ALLOTMENT	0.00	0.00	0.00	0.00	0.00
(3) MINORITY INTEREST *	0.00	0.00	0.00	0.00	0.00
(4) NON CURRENT LIABILITIES	0.00	0.00	0.00	0.00	0.00
(A) LONG TERM BORROWINGS	0.00	0.00	0.00	91.54	91.54
(B) DEFERRED TAX LIABILITIES (NET)	0.42	6.74	0.00	7.49	7.49
(C) OTHER NON-CURRENT LIABILITIES	0.00	0.00	2.63	2.50	2.50
(D) LONG-TERM PROVISIONS	0.00	0.00	0.00	-	-
SUB-TOTAL - NON-CURRENT LIABILITIES	0.42	6.74	2.63	101.53	101.53
(5) CURRENT LIABILITIES					
(A) SHORT TERM BORROWINGS	0.00	0.00	226.98	125.16	125.16
(B) TRADE PAYABLE	356.81	0.00	574.47	53.06	53.06
(C) OTHER CURRENT LIABILITIES	19.26	7.89	19.48	11.72	11.72
(D) SHORT TERM PROVISIONS	5.64	0.89	5.64	1.30	1.30
SUB-TOTAL - CURRENT LIABILITIES	381.71	8.78	826.57	191.23	191.23
TOTAL EQUITY & LIABILITIES	1697.22	1293.67	2120.40	1579.95	1579.95
ILASSETS					
(1) NON CURRENT ASSETS					
(A) FIXED ASSETS					
(i) TANGIBLE ASSETS	8.54	11.21	891.47	930.65	930.65
(B) GOODWILL ON CONSOLIDATION *	0.00	0.00	0.00	0.00	0.00
(C) NON CURRENT INVESTMENTS	1000.00	1125.00	135.72	260.72	260.72
(D) DEFERRED TAX ASSETS (NET)	0.00	0.00	7.11	0.00	0.00
(E) LONG TERM LOANS & ADVANCES	0.00	0.00	0.00	2.30	2.30
(F) OTHER NON CURRENT ASSETS	0.00	0.00	2.30	0.00	0.00
SUB-TOTAL - NON-CURRENT ASSETS	1008.54	1136.20	1036.60	1193.66	1193.66

(2) CURRENT ASSETS					
(A) CURRENT INVESTMENTS	0.00	0.00	0.00	0.00	0.00
(B) INVENTORIES	96.16	88.55	138.81	149.10	149.10
(C) TRADE RECEIVABLES	375.83	0.00	312.83	0.00	0.00
(D) CASH AND CASH EQUIVALENTS	11.76	4.02	40.69	135.82	135.82
(E) SHORT TERM LOANS AND ADVANCES	197.12	64.01	583.09	96.01	96.01
(F) OTHER CURRENT ASSETS	7.83	0.89	8.38	5.36	5.36
SUB-TOTAL - CURRENT ASSETS	688.69	157.46	1083.80	386.29	386.29
TOTAL-ASSETS	1697.22	1293.67	2120.40	1579.95	1579.95

FOR & ON BEHALF OF THE BOARD



Gursimran Singh
Director
DIN: 02209675

Place : Mohali

Date : 30.05.2019

PRISM MEDICO AND PHARMACY LTD.

CIN : L51109PB2002PLCO47444

STATEMENT OF STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED 31ST MARCH, 2019 (IN LAKHS)

PARTICULARS	Standalone						Consolidated
	Quarter Ended (Unaudited)			Period Ended (Audited)			
	31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018	31.03.2019	
INCOME FROM OPERATIONS							
A Net Sales/ Income From Operations	1018.71	1174.94	545.44	3630.62	2095.81	5442.80	2280.22
B Other Operating Income	21.87	0.00	0.00	21.87	0.00	29.61	0.00
TOTAL INCOME FROM OPERATIONS (NET)	1040.58	1174.94	545.44	3652.49	2095.81	5472.41	2280.22
EXPENSES:							
Cost of Material Consumed	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Purchase of Stock-In-Trade	889.09	866.11	541.39	3528.17	2072.70	5313.08	1948.16
Change In Inventories	159.76	248.23	23.05	-7.61	-9.55	10.29	179.84
Employee Benefit Expenses	8.15	9.19	7.39	24.63	9.54	27.09	21.06
Payment to BSE	0.87	0.00	1.37	5.72	2.88	5.72	2.88
Depreciation	0.67	0.67	2.95	2.67	4.46	38.27	44.65
Other Expenses (Any Item Exceeding 10% of Other Expenses Relating To Continuing Operations To Be Shown Separately)	28.63	21.81	0.76	69.55	11.10	76.89	52.21
TOTAL EXPENSES	1087.17	1146.00	576.91	3623.15	2091.13	5471.34	2248.80
PROFIT / (LOSS) FROM OPERATION BEFORE OTHER INCOME, FINANCE COST AND EXCEPTIONAL ITEMS (1-2)	-46.59	28.94	-31.47	29.35	4.68	1.07	31.42
Other Income	0.00	0.00	0.00	0.00	0.00	0.00	4.26
PROFIT / (LOSS) FROM ORDINARY ACTIVITIES BEFORE FINANCE COST AND EXCEPTIONAL ITEMS (3 + 4)	-46.59	28.94	-31.47	29.35	4.68	1.07	35.68
Finance Cost	0.00	0.01	0.01	0.02	0.02	10.73	28.87

PROFIT / (LOSS) FROM ORDINARY ACTIVITIES AFTER FINANCE COST BUT BEFORE EXCEPTIONAL ITEMS (5 + 6)	-46.59	28.94	-31.46	29.32	4.66	-9.66	6.81
Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PROFIT / (LOSS) FROM ORDINARY ACTIVITIES BEFORE TAX (7 + 8)	-46.59	28.94	-31.48	29.32	-4.66	-9.66	6.81
TAX EXPENSE:							
(1) Current Tax	5.64	0.00	0.89	5.64	0.89	5.64	1.30
(2) Deferred Tax	-6.32	0.00	6.56	-6.32	6.56	-12.38	7.22
(3) MAT Credit	6.94	0.00	0.89	6.94	0.89	6.94	1.30
NET PROFIT / (LOSS) FROM ORDINARY ACTIVITIES AFTER TAX (9+10)	-38.96	28.94	-38.04	36.94	-1.89	4.02	-0.41
Extraordinary Items (Net of Tax ` Expense ___ Lakhs)			0.00	0.00	0.00	0.00	0.00
NET PROFIT / (LOSS) FOR THE PERIOD (11 + 12)	-38.96	28.94	-38.04	36.94	-1.89	4.02	-0.41
Share of Profit / (loss) of associates *	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Minority Interest *	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NET PROFIT / (LOSS) AFTER TAXES, MINORITY INTEREST AND SHARE OF PROFIT / (LOSS) OF ASSOCIATES (13 + 14 + 15) *	-38.96	28.94	-38.04	36.94	-1.89	4.02	-0.41
Paid -up equity share capital (Face Value of the Share shall be indicated)	606.34						
Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year	718.81	718.81	606.34	708.74	673.69	680.84	681.25
Earnings Per Share (before extraordinary items) (of Rs ___/- each) (not annualised):							
(1)BASIC	-0.64	0.48	-0.63	0.61	-0.03	0.07	-0.01
(2)DILUTED	-0.64	0.48	-0.63	0.61	-0.03	0.07	-0.01
Earnings Per Share (after extraordinary items) (of Rs ___/- each) (not annualised):							
(1)BASIC	-0.64	0.48	-0.63	0.61	-0.03	0.07	-0.01
(2)DILUTED	-0.64	0.48	-0.63	0.61	-0.03	0.07	-0.01
* Applicable in the case of consolidated results.							
Notes:							

1. The above Unaudited financial results were reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 30TH May, 2019.
2. This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. Beginning April 1, 2017, the Company has for the first time adopted Ind AS with a transition date of April 1, 2017.
3. The company is having single segment in accordance with IND AS 108 "operating segments". and therefore segment reporting is not applicable to the Company.

Place : Mohali

Date : 30.05.2019

**FOR & ON BEHALF OF THE BOARD
PRISM MEDICO AND PHARMACY LTD.**



Gursimran Singh
Director
DIN: 02209675



Harjeet Parvesh & Company

CHARTERED ACCOUNTANTS

Independent Auditor's Report

To

The Members of M/s Prism Medico and Pharmacy Limited

Opinion

We have audited the accompanying standalone Ind AS financial statements of **M/s Prism Medico and Pharmacy Limited** ('the company') which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in Equity for the year then ended, notes to the financial statements and a summary of significant accounting policies and other explanatory information. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS, of the state of affairs of the Company as at March 31, 2019, and its Profit, (including other comprehensive income), changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Management's Responsibility for the Standalone Ind AS Financial Statements

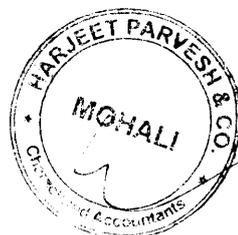
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance ,including other comprehensive Income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

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

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

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

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



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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure-A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- c) the Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account .
- d) in our opinion, the aforesaid (Standalone) Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.
- e) On the basis of written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.



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

FCA Harjeet Singh
Partner

Date: 29.05.2019
Place: Mohali

M.No 095466

Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2019:

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

2) (a) The Management has conducted Physical verification of inventory at reasonable intervals and no material discrepancies were noticed on physical verification.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.



- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including GST, Income-Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.
- b) According to the information and explanation given to us, there are no dues of income tax, GST, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute
- 8) The Company has not taken any loans or borrowings from Financial Institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of CARO 2016 is not applicable to the company.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer or term loans . Hence reporting under clause (ix) of CARO 2016 is not applicable to the company.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.



11) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided in the Books. Hence reporting under clause (xi) of CARO 2016 is not applicable to the company.

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

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

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment of shares or private placement of shares or fully or partly convertible debentures during the year under review. Hence reporting under clause (xiv) of CARO 2016 is not applicable to the company.

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

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



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

FCA Harjeet Singh

Partner

M.No 095466

Date: 29.05.2019

Place: Mohali

**Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of
M/S PRISM MEDICO AND PHARMACY LIMITED**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of
the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of M/s Prism Medico and Pharmacy Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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



accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

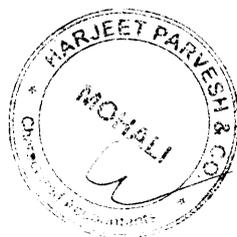
Auditors' Responsibility

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

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



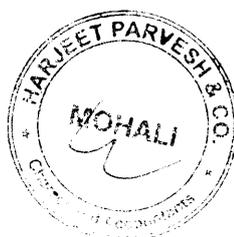
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019 based on "the internal control over financial criteria established by the Company considering the essential components of internal



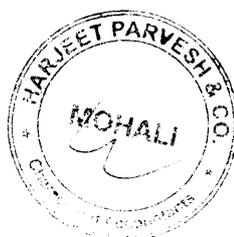
A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019 based on "the internal control over financial criteria established by the Company considering the essential components of internal



control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.”



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

FCA Harjeet Singh
Partner

M.No 095466

Date: 29.05.2019
Place: Mohali



Harjeet Parvesh & Company

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO
THE MEMBERS OF PRISM MEDICO AND PHARMACY LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of M/S PRISM MEDICO AND PHARMACY LIMITED. ("the holding Company") and its subsidiary ("the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss(including other comprehensive Income), and the Consolidated Cash Flow Statement for the year then ended, notes to the Financial Statements and a summary of the significant accounting policies and other explanatory information . We have relied on the Audit report of its Subsidiary-Healthy Bioscience Private Limited since the standalone Audit of the same is not done by us.

Basis for Opinion

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

Key Audit Matters

Key Audit matters are those matters that , in our professional judgement , were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a

whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Consolidated Financial Statements

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

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable



assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion proper books of account as required by law relating to preparation of the afore said consolidated financial statements have been kept by the Company so far as appears from our examination of those books;
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement



with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors of the holding company as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The holding company does not have any pending litigations which would impact its financial position.
 - ii. The company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

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



Harjeet Singh
FCA
M.No 095466

Date: 29th May 2019
Place: Mohali

Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Group for the year ended March 31, 2019:

1) (a) The Group has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the Group.

2) (a) The Management has conducted Physical verification of inventory at reasonable intervals and no material discrepancies were noticed on physical verification.

3) The Group has not granted any loans, secured or unsecured to companies, firms, Limited Liability FCAships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Group and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the Group has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Group has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Group



7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including GST, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities except ESI in case of subsidiary company. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable.

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

8) The Group has not taken any loans or borrowings from Financial Institutions, banks and government or has not issued any debentures. Hence reporting under clause (viii) of CARO 2016 is not applicable to the Group.

9) Based upon the audit procedures performed and the information and explanations given by the management, the Group has not raised moneys by way of initial public offer or further public offer or term loans . Hence reporting under clause (ix) of CARO 2016 is not applicable to the Group.

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

11) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid or provided in the Books. Hence reporting under clause (xi) of CARO 2016 is not applicable to the Group.

12) In our opinion, none of the company of the Group is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Group.

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

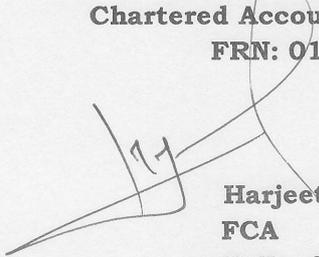
14) Based upon the audit procedures performed and the information and explanations given by the management, the Group has not made any preferential allotment of shares or private placement of shares or fully or partly convertible debentures during the year under review. Hence reporting under clause (xiv) of CARO 2016 is not applicable to the Group.



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

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

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


**Harjeet Singh
FCA
M.No 095466**

Date: 29th May 2019

Place: Mohali

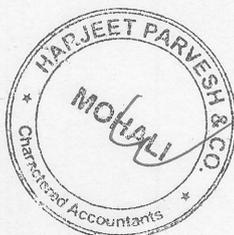
ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF PRISM MEDICO AND PHARMACY LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Financial Statements of the company as of and for the year ended 31st March 2019 we have audited the internal financial controls over financial reporting of Prism Medico And Pharmacy Limited ("the Company") and its subsidiary company which is a company incorporated in India.

Management's Responsibility for Internal Financial Controls

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



preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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



transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

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

Date: 29th May 2019
Place: Mohali



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

Harjeet Singh
FCA
M.No 095466