

PRISM MEDICO AND PHARMACY LIMITED



ANNUAL REPORT **2024-2025**

PRISM MEDICO AND PHARMACY LIMITED - AN OVERVIEW

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| <p><u>THE BOARD OF DIRECTORS</u></p> <p>Ms. Sakshi Laller, Wholetime Director</p> <p>Mr. Vishwambhar Dayal Gupta, Director (upto 14th November, 2024)</p> <p>Mr. Davender Singh, Director</p> <p>Mr. Dinesh Kumar, Independent Director</p> <p>Mr. Pardeep Kumar, Independent Director</p> | <p><u>STATUTORY AUDITOR</u></p> <p>M/s. Garg Mendiratta & Associates Chartered Accountants Mohali, Punjab. Firm Registration Number: 016823N.</p> <p><u>CHIEF FINANCIAL OFFICER</u></p> <p>Mr. Bharat Singh</p> |
| <p><u>COMPANY SECRETARY</u></p> <p>Mr. Sameer Gupta.</p> | <p><u>SECRETARIAL AUDITORS</u></p> <p>M/s. SDK & Associates Company Secretaries, Chandigarh. CP Number: 24579.</p> |
| <p><u>REGISTRAR AND TRANSFER AGENT</u></p> <p>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</p> | <p><u>BANKERS</u></p> <p>Canara Bank. SCO 56, Chandi Path, Sector 30C, Chandigarh-160030.</p> |
| <p><u>REGISTERED OFFICE</u></p> <p>Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh-173030. Website: www.prismmedico.in</p> | <p><u>STOCK EXCHANGE</u></p> <p>1. Bombay Stock Exchange Limited. 2. Metropolitan Stock Exchange of India Limited.</p> |
| <p><u>EMAIL ID:</u> investorgrievancewmcl@gmail.com</p> | <p>Scrip Code: 512217 ISIN Equity Share: INE730E01016</p> |

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NOTICE CONVENING THE 23RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PRISM MEDICO AND PHARMACY LIMITED WILL BE HELD ON TUESDAY, THE 30TH DAY OF SEPTEMBER 2025, AT 11:30 A.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, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sakshi Laller (DIN: 10163397), who retires by rotation and being eligible, offers herself for re-appointment.

• **SPECIAL BUSINESS:**

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

To ratify the appointment of M/s. Garg Mendiratta and Associates, Chartered Accountants as the Statutory Auditors of the company to fill the casual vacancy caused due to the resignation of M/s. Harjeet Parvesh and Company, Chartered Accountants.

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 and other applicable Rules and Regulations, if any, (including any statutory modification(s) or amendment (s) thereto, re-enactment thereof for the time being in force) the consent and approval of the members of the company be and is hereby accorded for the ratification of appointment of M/s. Garg Mendiratta and Associates, Chartered Accountants as the Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Harjeet Parvesh and Company, Chartered Accountants, to hold the office till the conclusion of Annual General Meeting of the company to be held for the Financial Year 2025-2026, on such remuneration and all out of pocket expenses as decided between the Board of Directors and M/s. Garg Mendiratta and Associates, Chartered Accountants.”

“RESOLVED FURTHER THAT the Board of Directors of the company, be and are hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto.”

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

To approve the related party transactions.

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and subject to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), if applicable and the company’s policy on Related Party transaction(s), the consent and approval of members be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or

appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature which should not exceed Rs. 60 crores (Rupees Sixty Crore Only) which will be carried out at arm's length basis and in the ordinary course of business of the company."

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

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

Date: 05/09/2025

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. 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), Circular Number 02/2022 dated May 05, 2022, Circular Number 10/2022 dated December 28, 2022, Circular Number 09/2023 dated September 25, 2023 and Circular Number 09/2024 dated September 19, 2024 (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular number SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, physical attendance of the members at the Annual General Meeting (AGM) venue is not required and AGM shall 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 for the F.Y. 2024-2025) and Notice of Annual General Meeting are being sent by electronic mode to members whose e-mail address is registered with the company or the Depository Participant(s) as on August 30, 2025 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.in) 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 serve 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 serve basis.

6. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 23rd AGM through VC/OAVM Facility and e-Voting during the 23rd AGM.
7. Attendance of the members participating in the 23rd 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 23rd AGM and facility for those members participating in the 23rd AGM to cast vote through e-Voting system during the 23rd AGM.
9. In line with the Ministry of Corporate Affairs (MCA) Circular Number 17/2020 dated April 13, 2020, the Notice calling the Annual General Meeting has been uploaded on the website of the company at <https://www.prismmedico.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and MSEI Limited at www.bseindia.com and <https://www.msei.in> respectively and the Annual General Meeting Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Tuesday, 23rd September, 2025 to Tuesday, 30th September, 2025 (both days inclusive).
11. 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.
12. 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.
13. Mr. Mast Ram Chechi proprietor of M/s. M.R. Chechi & Associates, Practicing Company Secretaries, Chandigarh has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
14. 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.
15. 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 and MSEI.
16. 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.
17. 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.
18. 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.

19. 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.
20. The deemed venue for 23rd AGM shall be the Registered Office of the company.
21. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
22. 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 hereunder:

| S. No. | Particulars | Information |
|--------|---|---|
| 01. | Name | Mrs. Sakshi Laller |
| 02. | Date of Birth and age | 20/11/1998; Age: 26 Years |
| 03. | DIN | 10163397 |
| 04. | Date of first appointment on the Board | 16/05/2023 |
| 05. | Qualifications | She has completed her graduation in B. Pharma. |
| 06. | Experience and expertise in specific functional area | She is having an experience of 4 years in the field of pharmaceutical industry as well as domestic and export market. |
| 07. | Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid | If re-appointed, she shall be liable to retire by rotation. No remuneration is proposed to be paid to Mrs. Sakshi Laller. |
| 08. | Remuneration last drawn in financial year 2024-2025 (Rs. in lacs) | Not Applicable. |
| 09. | Number of Board meetings attended during the year 2024-2025 | 7. |
| 10. | Directorships held in other listed companies (as on March 31, 2025) | Nil. |
| 11. | Chairmanship/Membership of Committees of the Board of Directors of other Companies (as on March 31, 2025) | Nil. |
| 12. | Shareholding in company as on March 31, 2025 | Nil. |
| 13. | Relationship with other Directors/Key Managerial Personnel(s) | Not related to any Director and Key Managerial personnel. |

23. 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.
24. 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 Saturday, September 27, 2025 at 09:00 A.M. and ends on

Monday, September 29, 2025 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 23, 2025 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 23, 2025.

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:

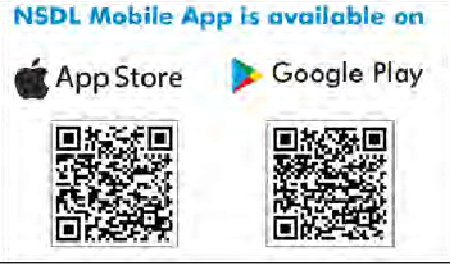
Step 1: Access to NSDL e-Voting system

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. | <p>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. On the home page of e-Services, 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 and voting during the meeting.</p> <p>If the user is not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IdeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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. 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</p> |

| | |
|--|---|
| | <p>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 and voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>  |
| <p>Individual Shareholders holding securities in demat mode with CDSL.</p> | <ol style="list-style-type: none"> 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 users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username and password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e- |

| | |
|--|---|
| | voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| 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 above mentioned 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.com or call at 022 - 4886 7000. |
| 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 toll free number 1800-21-09911. |

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 demataccount 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 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 mrchechi@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- 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.nsd.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.nsd.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com
- 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 Number, Name of the Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investorgrievancewmcl@gmail.com.

- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorgrievancewmcl@gmail.com. If you are an Individual shareholder 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 Number, e-mail id, mobile number at investorgrievancewmcl@gmail.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the company before Tuesday, September 23, 2025 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 before Tuesday, September 23, 2025. 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) Shareholders 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: 05/09/2025

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 3

To ratify the appointment of M/s. Garg Mendiratta and Associates, Chartered Accountants as the Statutory Auditors of the company to fill the casual vacancy caused due to the resignation of M/s. Harjeet Parvesh and Company, Chartered Accountants.

The members are informed that M/s. Harjeet Parvesh and Company, Chartered Accountants, Statutory Auditors of the company have tendered their resignation with effect from 16th July, 2025 due to their pre-occupation. Whereas, as per the provisions of Section 139(8) of the Companies Act, 2013 and Rules made thereunder, the casual vacancy in the office of statutory auditors could be filled by the Board of Directors within 30 days of resignation and shall also be approved by the members at a General Meeting convened within three months of the recommendation of the Board. Accordingly, the Board of Directors of the company at their Meeting held on 04th August, 2025 have appointed M/s. Garg Mendiratta and Associates, Chartered Accountants as the Statutory Auditors of the company to fill the casual vacancy caused by the resignation of M/s. Harjeet Parvesh and Company, Chartered Accountants.

In view of the above the Board recommends the passing of resolution for the ratification of appointment of M/s. Garg Mendiratta and Associates, Chartered Accountants as the Statutory Auditors of the company in place of M/s. Harjeet Parvesh and Company, Chartered Accountants as an **Ordinary Resolution**.

None of the Directors is interested/concerned except to the extent of their shareholding in the Company.

ITEM NUMBER 4

To approve the related party transactions.

The members are informed that it has been proposed by the Board to enter into transaction(s) with the related parties mentioned herein below. The quantity of purchase and sale will be based on actual price. The total value of the proposed transaction(s) could reach Rs. 60 crores during financial year 2024-2025 in aggregate which will be carried out at arm's length price and in the ordinary course of business transaction.

Further as per the provisions of Section 188 of the Companies Act, 2013 and the applicable Rules framed there under Related Party Transaction will require prior approval of shareholders through Ordinary Resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the company as per last audited financial statements of the company. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by the company during the financial year 2024-2025. The Related Party disclosures as required under the Accounting Standard (AS-18) on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below:

| S. No. | Name of the Related Party | Nature of Relation | Nature of Transactions |
|--------|---|---|---|
| 01. | Ovation Remedies | M/s. Symbiosis Pharmaceuticals Private Limited, one of the promoters is a partner in M/s. Ovation Remedies. | Purchase and sale of goods on a continuous basis. |
| 02. | Galaxy Pharmaceuticals Limited, Kenya | Holding company of the promoter i.e. M/s. Galaxy Vitacare Private Limited. | Purchase and sale of goods on a continuous basis. |
| 03. | Symbiosis Pharmaceuticals Private Limited | Common Directors. | Purchase and sale of goods on a continuous basis. |
| 04. | Symbiosis Bioscience Private Limited | Common Director. | Purchase and sale of goods on a continuous basis. |

| | | | |
|-----|-----------------------------------|---------------------------------|---|
| 05. | Sai Tech Medicare Private Limited | Subsidiary of promoter company. | Purchase and sale of goods on a continuous basis. |
| 06. | Balaji Prelams Private Limited | Subsidiary of promoter company. | Purchase and sale of goods on a continuous basis. |
| 07. | N K Industries | Partnership firm of promoter. | Purchase and sale of goods on a continuous basis. |
| 08. | Tejas Medipack | Partnership firm of promoter. | Purchase and sale of goods on a continuous basis. |

The Board of Directors recommends passing of the resolution as set out at item number 4 of the notice as an **Ordinary Resolution**.

Except Ms. Sakshi Laller, none of the other Directors / Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item number 4 of the notice.

Date: 05/09/2025

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 2024-2025

To

The Members

Prism Medico and Pharmacy Limited

Your Directors have pleasure in presenting their 23rd Annual Report covering the operational and financial performance of your Company along with the Audited Financial Statements for the financial year ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS

The Standalone Financial results are briefly indicated below:

(Amount in lakhs)

| Particulars | 2024-2025 | 2023-2024 |
|---|------------------|------------------|
| Revenue from Operations | 63.19 | 292.52 |
| Other Income | 1.65 | 12.22 |
| Profit/Loss before Depreciation, Finance Costs, Exceptional items and Tax Expense. | (5.99) | (1.56) |
| Less: Depreciation/ Amortisation /Impairment | 0.42 | 0.53 |
| Profit/Loss before Finance Costs, Exceptional items and Tax Expense | (6.41) | (2.09) |
| Less: Finance Costs | 0.17 | 0.71 |
| Profit/Loss before Exceptional items and Tax Expense | (6.58) | (2.80) |
| Add/(less): Exceptional items | 0.00 | 0.00 |
| Profit/Loss before Tax Expense | (6.58) | (2.80) |
| Less: Tax Expense | | |
| Current Tax | 0.00 | 0.00 |
| Deferred Tax | 1.71 | 0.66 |
| MAT Credit Entitlement | 0.00 | 0.00 |
| Profit/Loss for the year | (4.87) | (2.14) |

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Your management has prepared the financial statements for the financial year ended March 31, 2025 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. 4.87 lakh 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

During the financial year 2024-2025, there has been no change in nature of business of the company.

4. TRANSFER TO RESERVES

The debit balance of profit and loss account for the financial year ended 31st March, 2025 amounting to Rs. 4.87 lakh has been transferred to reserves and surplus.

5. DIVIDEND

The directors do not recommend any dividend due to losses incurred during the previous financial year.

6. SHARE CAPITAL

The Authorized Share Capital of the company as on March 31, 2025 stands at Rs. 25 crore divided into 2,50,00,000 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 2024-2025.

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, 2025 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 of less than rupees five hundred crore, turnover of 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, 2025, the company has entered into transactions with the related parties as defined under the Companies Act, 2013 read with Rules framed thereunder. The 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.

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**". The particulars of related parties and related disclosures are also given in the notes to the financial statements.

12. NUMBER OF BOARD MEETINGS

The Board has met 7 (Seven) times during the financial year, the details of which are as follows: **03rd May, 2024, 29th May, 2024, 14th August, 2024, 22nd August, 2024, 05th September, 2024, 14th November, 2024, and 14th February, 2025.**

Details of Attendance of Directors:

| S. No. | Name of the Director | Number of Meetings entitled to attend | Number of Meetings attended |
|--------|--|---------------------------------------|-----------------------------|
| 1. | Ms. Sakshi Laller | 7 | 7 |
| 2. | Mr. Vishwambhar Dayal Gupta (upto 14 th November, 2024) | 5 | 0 |
| 3. | Mr. Davender Singh | 7 | 7 |
| 4. | Mr. Pardeep Kumar | 7 | 7 |
| 5. | Mr. Dinesh Kumar | 7 | 7 |

Details of number of meeting attended by Directors:

| S. No. | Date of Meeting | Number of Directors entitled to attend | Number of Directors attended |
|--------|-----------------|--|------------------------------|
| 1. | 03/05/2024 | 5 | 4 |
| 2. | 29/05/2024 | 5 | 4 |
| 3. | 14/08/2024 | 5 | 4 |
| 4. | 22/08/2024 | 5 | 4 |
| 5. | 05/09/2024 | 5 | 4 |
| 6. | 14/11/2024 | 4 | 4 |
| 7. | 14/02/2025 | 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 were accepted by the Board.

The committee met 6 (Six) times during the F.Y. 2024-2025:

| S. No. | Date of Meeting | Number of Members entitled to attend | Number of Members attended |
|--------|-----------------|--------------------------------------|----------------------------|
| 1. | 03/05/2024 | 3 | 3 |
| 2. | 29/05/2024 | 3 | 3 |
| 3. | 14/08/2024 | 3 | 3 |
| 4. | 05/09/2024 | 3 | 3 |
| 5. | 14/11/2024 | 3 | 3 |
| 6. | 14/02/2025 | 3 | 3 |

The details of composition and attendance of Members of the Audit Committee as on 31.03.2025 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. Davinder Singh | Member and Non-Executive Director. | 6 | 6 |
| 2. | Mr. Pardeep Kumar | Member and Independent Non-Executive Director. | 6 | 6 |
| 3. | Mr. Dinesh Kumar | Member and Independent Non-Executive Director. | 6 | 6 |

- Nomination and Remuneration Committee**

The committee met 5 (Five) times during the F.Y. 2024-2025:

| S. No. | Date of Meeting | Number of Members entitled to attend | Number of Members attended |
|--------|-----------------|--------------------------------------|----------------------------|
| 1. | 03/05/2024 | 3 | 3 |
| 2. | 14/08/2024 | 3 | 3 |
| 3. | 05/09/2024 | 3 | 3 |
| 4. | 14/11/2024 | 3 | 3 |
| 5. | 14/02/2025 | 3 | 3 |

The details of composition and attendance of Members of the Nomination and Remuneration Committee as on 31.03.2025 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. Davinder Singh | Member and Non-Executive Director. | 5 | 5 |
| 2. | Mr. Pardeep Kumar | Member and Independent Non-Executive Director. | 5 | 5 |
| 3. | Mr. Dinesh Kumar | Member and Independent Non-Executive Director. | 5 | 5 |

- 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 (Twice) times during the F.Y. 2024-2025:

| S. No. | Date of Meeting | Number of Members entitled to attend | Number of Members attended |
|--------|-----------------|--------------------------------------|----------------------------|
| 1. | 03/05/2024 | 3 | 3 |
| 2. | 14/11/2024 | 3 | 3 |

The details of composition and attendance of Members of the Stakeholder Grievance Committee as on 31.03.2024 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. Davinder Singh | Member and Non-Executive Director. | 2 | 2 |
| 3. | Mr. Pardeep Kumar | Member and Independent Non-Executive Director. | 2 | 2 |
| 4. | Mr. Dinesh Kumar | Member and Independent Non-Executive Director. | 2 | 2 |

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

• **RE-APPOINTMENT OF DIRECTOR:**

Mrs. Sakshi Laller (DIN: 10163397), who retires by rotation being eligible offers herself 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 2024-2025 on 14th February, 2025 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/CESSATION/CHANGE IN DESIGNATION OF DIRECTOR(S) AND KMP'S:**

The details of change in Directors of the company are as follows:

| S. No. | Name of the Director/KMP's | Designation | Appointment/Cessation /Change in Designation | Date of Appointment/Cessation /Change in Designation |
|--------|-----------------------------|-------------|--|--|
| 1. | Mr. Vishwambhar Dayal Gupta | Director | Cessation | 14 th November, 2024 |

• **KEY MANAGERIAL PERSONNEL:**

As on 31st March, 2025 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:

- i. Mr. Bharat Singh - Chief Financial Officer.
- ii. 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:

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2025 the applicable Indian accounting standards had been followed along with proper explanation relating to material departures.
- (ii) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year review.
- (iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, and,
- (iv) the Directors had prepared the accounts for the financial year ended 31st March, 2025 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 Annual Return of the company for the financial year ended 31st March, 2025 shall be filed on the Ministry of Corporate Affairs (MCA) portal in the requisite e-form pursuant to the provisions of Section 92 of the Companies Act, 2013 (as amended from time to time) and the same shall also be 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 B".

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 C".

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 and Technology Absorption and is not applicable on the company. However, the

information regarding foreign exchange earned and spent during the financial year under review in requisite format is attached as “Annexure D”.

21. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the rules made there under, the company had appointed M/s. SDK & Associates, Company Secretaries, Chandigarh (A peer reviewed firm), to undertake the Secretarial Audit of the company for the year ended March 31, 2025. The Secretarial Audit Report (MR-3) issued in this regard is annexed as “Annexure E”. 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 submitted the “Statement of Investor Complaints”, “Certificate of non-applicability of Corporate Governance Regulation” and “Shareholding Pattern” for the quarter ended 30 th June, 2024 with the Metropolitan Stock Exchange of India Limited (MSEI) beyond the prescribed time. (Regulation 13. 27 and 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | Due to the non-functioning of Metropolitan Stock Exchange of India Limited (MSEI) portal the documents could not be uploaded on the portal. Further a mail informing the Stock Exchange about the non-functioning of the portal was sent by the management and the requisite documents were uploaded on the subsequent day when the portal became functional. |
| 2. | During the financial year under review, the company has submitted the “Reconciliation of Share Capital Audit Report” for the quarter ended 30 th September, 2024 with the Stock Exchanges (BSE and MSEI) beyond the prescribed time. (Regulation 55A of SEBI (Depositories and Participants) Regulations,1996) | The management has taken note of the same and shall ensure that the requisite compliances are made within the prescribed time in the future. |
| 3. | During the financial year under review, the company has submitted the outcome of Board Meeting held on 29 th May, 2024 in pdf format with the Stock Exchanges (BSE and MSEI) beyond the prescribed time. (Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | Due to the connectivity issues the outcome of the Board Meeting could not be uploaded within the prescribed time. Further a mail informing the Stock Exchange about the same was sent by the management and the requisite documents were uploaded as soon as the connectivity issue was resolved. |
| 4. | During the financial year under review, the company has submitted the outcome of Board Meeting held on 14 th November, 2024 in pdf format with the Bombay Stock Exchanges (BSE) beyond the prescribed time. (Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | Due to the non-receipt of OTP from BSE for log in the outcome of the Board Meeting could not be uploaded within the prescribed time. Further a mail informing the Stock Exchange about the same was sent by the management and the requisite documents were uploaded as soon as the OTP was received. |
| 5. | During the financial year under review, the certificate of “Non-applicability of Regulation 27 on Corporate Governance” for the quarter ended 30 th June, 2024 and 30 th September, 2024 filed with the Stock | The management has taken note of the same and the requisite certificate has been submitted by the management with the Stock |

| | | |
|-----|--|--|
| | Exchanges (BSE and MSEI) was inadequate, as the same was not accompanied by a certificate from a practicing professional with respect to paid-up capital and net worth of the company for the previous three financial years. (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | Exchanges. |
| 6. | During the financial year under review, "The Statement of impact of Audit Qualifications" in XBRL format was not submitted with the Stock Exchanges (BSE and MSEI) alongwith the financial results submitted for the financial year ended 31 st March, 2024. (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | The management has taken note of the same and shall ensure that the requisite compliances are made within the prescribed time in the future. |
| 7. | During the financial year under review, the company has submitted "The Integrated Filing (Financial)" for the quarter ended 31 st December, 2024 with the Stock Exchange (BSE) beyond the prescribed time. (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | The management has taken note of the same and shall ensure that the requisite compliances are made within the prescribed time in the future. |
| 8. | During the financial year under review, "The Disclosure of Related Party Transactions" for the half year ended 31 st March, 2024 was filed with the Stock Exchanges (BSE and MSEI) beyond the prescribed time and the disclosure submitted in "Pdf format" was not as per the format prescribed by Securities and Exchange Board of India (SEBI). (Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | The management has taken note of the same and shall ensure that the requisite compliances are made within the prescribed time in the future. |
| 9. | During the financial year under review, "The Proceedings of Annual General Meeting" held on 30 th September, 2024 were submitted with the Stock Exchanges (BSE and MSEI) beyond the prescribed time. (Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | The management has taken note of the same and shall ensure that the requisite compliances are made within the prescribed time in the future. |
| 10. | During the financial year under review, the disclosure required to be submitted under Regulation 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended 31st March, 2024 was submitted beyond the prescribed time. | The management has taken note of the same and shall ensure that the requisite compliances are made within the prescribed time in the future. |
| 11. | During the financial year under review, the website of the company was not found functional at the time of our audit. Hence, the contents of the same could not be verified. (Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) | The website of the company was under maintenance at the time of audit. However, the same is functional and updated. |

| | | |
|-----|---|--|
| 12. | During the financial year under review, the disclosure of closure of trading window for the quarter ended 30th June, 2024 was filed after the end of the quarter i.e. on 08th July, 2024. (Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015) | The management has taken note of the same and shall ensure that the requisite compliances are made within the prescribed time in the future. |
| 13. | The Independent Directors appointed by the company do not meet the eligibility criteria as prescribed under Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014. | The management has taken note of the same and shall ensure that the requisite compliance is made at the earliest. |

22. AUDITORS AND AUDITORS REPORT

The statutory auditors of the company i.e. M/s. Harjeet Parvesh and Company, Chartered Accountants had tendered their resignation as the statutory auditors of the company with effect from 16th July, 2025. Your Directors have appointed M/s. Garg Mendiratta and Associates, Chartered Accountants as the statutory auditors of the company to fill the said casual vacancy, to hold the office upto the conclusion of Annual General Meeting to be held for the financial year ending 31st March, 2026. Further, pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors recommend the ratification of appointment of M/s. Garg Mendiratta and Associates, Chartered Accountants, as the statutory auditors of the company to hold office till the conclusion of Annual General Meeting to be held for the Financial year ending 31st March, 2026.

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, 2025 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.in/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 AND 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 2024-2025, 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 2024-2025 had been paid to those Stock Exchanges where the company's shares are listed.

31. CORPORATE GOVERNANCE

As per Regulation 15(2) of Securities and Exchange Board of India (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 <https://www.prismmedico.in>.

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 AND 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 and 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 31st March, 2025.

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. ACKNOWLEDGEMENT

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: 05/09/2025

Sd/-
Sakshi Laller
Wholetime Director
DIN: 10163397

Sd/-
Davender Singh
Director
DIN: 09447213

ANNEXURE 'A' TO DIRECTOR'S REPORT

FORM 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 (Actual Values) | Date(s) of approval by the board/shar eholders | Amount paid as advances if any |
|--------|---|---|---|--|--|--------------------------------|
| 1. | Ovation Remedies (M/s. Symbiosis Pharmaceuticals Private Limited, one of the promoters is a partner in M/s. Ovation Remedies) | Purchase. | Transaction in normal course of business. | Rs. 49,56,936.80 | 30/09/2024 | N.A. |
| 2. | Galaxy Pharmaceuticals Limited, Kenya (Holding company of the promoter i.e. M/s. Galaxy Vitacare Private Limited) | Sale. | Transaction in normal course of business. | Rs. 57,92,720.86 | 30/09/2024 | N.A. |

VALUE RESEARCH PREMIUM

| | | | | | | |
|----|--|-----------|---|---------------|------------|------|
| 3. | Symbiosis Pharmaceuticals Private Limited (Common Directors) | Purchase. | Transaction in normal course of business. | Rs. 79,352.43 | 30/09/2024 | N.A. |
| 4. | Symbiosis Pharmaceuticals Private Limited (Common Directors) | Sale. | Transaction in normal course of business. | Rs. 45,000.00 | 30/09/2024 | N.A. |



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March, 2025.

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.

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: 05/09/2025**

**Sd/-
Sakshi Laller
Director
DIN: 10163397**

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



ANNEXURE 'C' 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 2024-2025 along with the percentage increase in remuneration of each Executive Director and Key Managerial Personnel (KMP) during the financial year 2024-2025:

| S. No. | Name of the Executive Directors and KMP's | Designation | Ratio of remuneration of each Director/KMP to the median remuneration of the employees | Percentage increase in Remuneration during the financial year |
|--------|---|--|--|---|
| 1. | Ms. Sakshi Laller | Wholetime Director | N.A. | N.A. |
| 2. | Mr. Bharat Singh | Chief Financial Officer | N.A. | N.A. |
| 3. | Mr. Sameer Gupta | Company Secretary and Compliance Officer | N.A. | N.A. |

(Note: During the Financial Year under review the company as not paid any remuneration to the Directors and there has been no increase in the remuneration of the Key Managerial Personnel).

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 2024-2025 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, 2025, 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**

Place: Kala Amb
Date: 05/09/2025

Sd/-
Sakshi Laller
Director
DIN: 10163397

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 2025 the company has no subsidiary/holding company.

B) DECLARATION

I, Bharat 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/-
Bharat Singh
CFO**

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

To,

The Board of Directors,

We, Sakshi Laller, Wholetime Director and Bharat Singh, Chief Financial Officer of the company hereby certify that in respect of the financial year ended on March 31, 2025:

We have reviewed financial statements and the cash flow statement for the year March 31, 2025 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: 28/05/2025

Sd/-
Sakshi Laller
Wholetime Director

Sd/-
Bharat Singh
CFO

ANNEXURE 'D' 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 (2024-2025)

Foreign Exchange earnings: **Rs. 1,16,18,377**
Foreign Exchange outgo: **NIL**

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

Place: Kala Amb
Date: 05/09/2025

Sd/-
Sakshi Laller
Wholetime Director
DIN: 10163397

Sd/-
Davender Singh
Director
DIN: 09447213

ANNEXURE 'E' TO DIRECTORS' REPORT

Form MR-3
Secretarial Audit Report
(For the Financial Year ended 31st March, 2025)

[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: L24100HP2002PLC009299.
SUKETI ROAD, KALA AMB,
SIRMAUR, HIMACHAL PRADESH-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**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/s. Prism Medico and Pharmacy Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period ended on **31/03/2025**, 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 **31/03/2025** according to the provisions of:

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

- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the company:
- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the company did not issue any ESOP or ESPS during the Financial Year under review.**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the company did not issue any debt securities during the Financial Year under review.**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the company is not registered as Registrar to an Issue and Share transfer Agent during the year under review.**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the company has not delisted its Equity shares from any Stock Exchange during the financial year under review** and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the company has not bought back any of its securities during the Financial Year under review.**
- VI) Based on the representation made by the company and its officers, the company has proper system and process in place for compliance under the other applicable Laws, Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the company 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 2024-2025.
- 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 submitted the "Statement of Investor Complaints", "Certificate of non-applicability of Corporate Governance Regulation" and "Shareholding Pattern" for the quarter ended 30th June, 2024 with the Metropolitan Stock Exchange of India Limited (MSEI) beyond the prescribed time. (Regulation 13. 27 and 31 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
2. *During the financial year under review, the company has submitted the "Reconciliation of Share Capital Audit Report" for the quarter ended 30th September, 2024 with the Stock Exchanges (BSE and MSEI) beyond the prescribed time. (Regulation 55A of SEBI (Depositories and Participants) Regulations,1996)*
3. *During the financial year under review, the company has submitted the outcome of Board Meeting held on 29th May, 2024 in pdf format with the Stock Exchanges (BSE and MSEI) beyond the prescribed time. (Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
4. *During the financial year under review, the company has submitted the outcome of Board Meeting held on 14th November, 2024 in pdf format with the Bombay Stock Exchanges (BSE) beyond the prescribed time. (Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
5. *During the financial year under review, the certificate of "Non-applicability of Regulation 27 on Corporate Governance" for the quarter ended 30th June, 2024 and 30th September, 2024 filed with the Stock Exchanges (BSE and MSEI) was inadequate, as the same was not accompanied by a certificate from a practicing professional with respect to paid-up capital and net worth of the company for the previous three financial years. (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
6. *During the financial year under review, "The Statement of impact of Audit Qualifications" in XBRL format was not submitted with the Stock Exchanges (BSE and MSEI) alongwith the financial results submitted for the financial year ended 31st March, 2024. (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
7. *During the financial year under review, the company has submitted "The Integrated Filing (Financial)" for the quarter ended 31st December, 2024 with the Stock Exchange (BSE) beyond the*

prescribed time. (Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

8. *During the financial year under review, "The Disclosure of Related Party Transactions" for the half year ended 31st March, 2024 was filed with the Stock Exchanges (BSE and MSEI) beyond the prescribed time and the disclosure submitted in "Pdf format" was not as per the format prescribed by Securities and Exchange Board of India (SEBI). (Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
9. *During the financial year under review, "The Proceedings of Annual General Meeting" held on 30th September, 2024 were submitted with the Stock Exchanges (BSE and MSEI) beyond the prescribed time. (Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
10. *During the financial year under review, the disclosure required to be submitted under Regulation 31(4) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended 31st March, 2024 was submitted beyond the prescribed time.*
11. *During the financial year under review, the website of the company was not found functional at the time of our audit. Hence, the contents of the same could not be verified. (Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
12. *During the financial year under review, the disclosure of closure of trading window for the quarter ended 30th June, 2024 was filed after the end of the quarter i.e. on 08th July, 2024. (Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)*
13. *The Independent Directors appointed by the company do not meet the eligibility criteria as prescribed under Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.*

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. However, the Independent Directors appointed by the company do not meet the eligibility criteria as prescribed under Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.*
- *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. However, the Independent Directors appointed by the company do not meet the eligibility criteria as prescribed under Rule 6(4) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.*
- *Majority decisions were carried through while the dissenting members views were captured and recorded as part of the minutes.*

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

**FOR SDK & ASSOCIATES
COMPANY SECRETARIES**

**PRC NUMBER: 7065/2025.
UDIN: A065153G001170356.
Place: CHANDIGARH.
Dated: 04TH SEPTEMBER, 2025.**

**SHUBHAM, ACS
COMPANY SECRETARY
M. No.: 65153/C.P. No.: 24579**



TO,

THE MEMBERS

PRISM MEDICO AND PHARMACY LIMITED

CIN: L24100HP2002PLC009299.

SUKETI ROAD, KALA AMB,

SIRMAUR, HIMACHAL PRADESH-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 SDK & ASSOCIATES
COMPANY SECRETARIES**

PRC NUMBER: 7065/2025.

UDIN: A065153G001170356

Place: CHANDIGARH.

Dated: 04TH SEPTEMBER, 2025.

**SHUBHAM, ACS
COMPANY SECRETARY
M. No.: 65153/C.P. No.: 24579**

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, 2025, 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, 2025, 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:

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, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) Based on our examination, which included test checks, the Company has used accounting software's for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of

recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trail being tampered with.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- 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: 25547759BMMMML2192

Date: 28/05/2025
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, 2025:

- 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.
Also there is no change in inventory as compared to last year as company is involved in Trading Activities only.
(b) There are no quarterly returns or statements filed by company with banks or financial institutions.
- 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, 2025 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 27.05.2025 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. 6.16 lacs in current year and Rs. 2.27 lacs 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: 25547759BMMMKL2192

Date: 28/05/2025

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 LTD** (“the Company”) as of March 31, 2025 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, 2025.

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

**Sd/-
CA Konica Madan
(PARTNER)
M. No.: 547759
UDIN: 25547759BMMMKL2192**



**Date: 28/05/2025
Place: MOHALI**

| PRISM MEDICO AND PHARMACY LIMITED | | | | |
|---|--------------|-------------------|-------------------|----------------------|
| Balance Sheet as at 31st March, 2025 | | | | (Rs. in Lakh) |
| PARTICULARS | NOTES | 31.03.2025 | 31.03.2024 | 01.04.2023 |
| I) ASSETS | | | | |
| (1) Non-current assets | | | | |
| a) Property , Plant & Equipment | 1 | 2.93 | 3.36 | 3.88 |
| b) Financial Assets | | | | |
| (1) Investments | | 0.00 | 0.00 | 0.00 |
| c) Deferred Tax Assets | | 23.69 | 22.03 | 21.37 |
| (2) Current assets | | | | |
| a) Inventories | 2 | 677.06 | 677.06 | 677.06 |
| b) Financial Assets | | | | |
| i. Cash & Cash Equivalent | 3 | 6.54 | 8.36 | 9.57 |
| ii. Short Term Loans and advances | 4 | 351.12 | 351.24 | 351.24 |
| iii. Trade Receivables | 5 | 358.42 | 368.96 | 476.11 |
| (c) Other Current Asset | 6 | 133.69 | 93.29 | 0.09 |
| TOTAL | | 1,556.45 | 1,524.31 | 1,539.33 |
| II) EQUITY AND LIABILITIES | | | | |
| (1) Equity | | | | |
| a) Equity Share Capital | 7 | 606.34 | 606.34 | 606.34 |
| b) Other Equity | 8 | 902.94 | 907.81 | 909.82 |
| (2) Current Liabilities | | | | |
| a) Financial Liabilities | | | | |
| (1) Trade Payables | 9 | 0.00 | 3.08 | 0.00 |
| b) Other Current Liabilities | 10 | 47.16 | 7.07 | 23.17 |
| TOTAL | | 1,556.45 | 1,524.31 | 1,539.33 |

NOTES ON ACCOUNTS

NOTE '1' TO '10' AND NOTE '19' FORM INTEGRAL PART OF THE BALANCE-SHEET

FOR AND ON BEHALF OF THE BOARD

Sakshi Laller
DIRECTOR
DIN: 10163397

Davender Singh
DIRECTOR
DIN: 09447213

Sameer Gupta
COMPANY SECRETARY
PAN: ASRPG4694C

Bharat Singh
CFO
PAN: CCOPS5076E

Date: 28.05.2025
Place: Mohali

AUDITOR'S REPORT

As per our report of even date

**FOR HARJEET PARVESH & CO.
CHARTERED ACCOUNTANTS
FRN: 017437N**

**CA Konica Madan
(Partner)
M. No.: 547759**

VALUE RESEARCH PREMIUM

| PRISM MEDICO AND PHARMACY LIMITED | | | | |
|--|-------|---------------|---------------|----------------|
| Statement of Profit and Loss Account for the year ended 31 st March, 2025 | | | | (Rs. in lakh) |
| PARTICULARS | NOTES | 31.03.2025 | 31.03.2024 | 31.03.2023 |
| INCOMES | | | | |
| Revenue from operation | 11 | 63.19 | 292.52 | 127.07 |
| Other Income | 12 | 1.65 | 12.22 | 0.17 |
| TOTAL INCOME (Rs.) | | 64.84 | 304.75 | 127.24 |
| EXPENSES | | | | |
| Cost of Material Consumed | 13 | 44.85 | 256.08 | 114.07 |
| Change in Inventories of Finished Goods, Work in-Progress and Stock-in-Trade | 14 | 0.00 | 0.00 | 0.00 |
| Employee Benefit Expenses | 15 | 4.26 | 3.41 | 4.66 |
| Finance Cost | 16 | 0.17 | 0.71 | 0.03 |
| Depreciation expenses | 17 | 0.42 | 0.53 | 0.66 |
| Other Expenses: | | | | |
| Administrative Expenses | 18 | 21.71 | 46.82 | 18.03 |
| TOTAL EXPENSES (Rs.) | | 71.42 | 307.55 | 137.46 |
| NET PROFIT BEFORE EXCEPTIONAL ITEMS | | (6.58) | (2.80) | (10.22) |
| EXCEPTIONAL ITEMS | | 0.00 | 0.00 | 0.00 |
| NET PROFIT BEFORE TAX | | (6.58) | (2.80) | (10.22) |
| TAX EXPENSE | | | | |
| Current Tax | | 0.00 | 0.00 | 0.00 |
| Deferred Tax | 19 | 1.71 | 0.66 | 2.59 |
| PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS | | (4.87) | (2.14) | (7.63) |
| PROFIT/(LOSS) FROM DISCONTINUED OPERATIONS | | 0.00 | 0.00 | 0.00 |
| TAX EXPENSE OF DISCONTINUED OPERATIONS | | 0.00 | 0.00 | 0.00 |
| PROFIT/(LOSS) FROM DISCONTINUED OPERATIONS AFTER TAX | | 0.00 | 0.00 | 0.00 |
| PROFIT FOR THE PERIOD | | (4.87) | (2.14) | (7.63) |
| OTHER COMPREHENSIVE INCOME FOR THE YEAR | | 0.00 | 0.00 | 0.00 |
| EPS (For continuing operations) (Basic and Diluted) | | (0.08) | (0.05) | (0.13) |
| EPS (For discontinued operations) (Basic and Diluted) | | 0.00 | 0.00 | 0.00 |
| EPS (For discontinued continuing operations) (Basic and Diluted) | | (0.08) | (0.05) | (0.13) |

NOTES ON ACCOUNTS

NOTE '11' TO '18' AND NOTE '19'

FORM INTEGRAL PART OF THE ACCOUNT

AUDITOR'S REPORT

As per our report of even date

For **HARJEET PARVESH & CO.**

FRN: 017437N

CA Konica Madan

(Partner)

M. No.: 547759

FOR AND ON BEHALF OF THE BOARD

| | |
|---------------|----------------|
| Sakshi Laller | Davender Singh |
| DIRECTOR | DIRECTOR |
| DIN: 10163397 | DIN: 09447213 |

Sameer Gupta
COMPANY SECRETARY

Bharat Singh
CFO

Date: 28.05.2025

Place: Mohali

VALUE RESEARCH PREMIUM

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(Rs. in lakh)

| | PARTICULARS | 31.03.2025 | 31.3.2024 |
|----------|---|---------------|---------------|
| A | CASH FLOW FROM OPERATING ACTIVITIES: | | |
| | Profit Before tax of the year | (6.58) | (2.80) |
| | Adjustment for: | | |
| | Depreciation and Amortization | 0.42 | 0.53 |
| | Change in reserves | 0.00 | 0.00 |
| | Interest and Finance Charges | 0.17 | 0.71 |
| | Operating Profit Before Prior Period Items and Working Capital Changes | (5.98) | (1.56) |
| | Operating Profit Before Working Capital Changes | | |
| | Adjustments for: | | |
| | Decrease/(Increase) in receivables | 10.55 | 107.15 |
| | Inventories | 0.00 | 0.00 |
| | Other Current Assets | (43.40) | (93.20) |
| | Other Current Liabilities | 40.09 | (16.10) |
| | Increase/(Decrease) in Trade Payables | (3.08) | 3.08 |
| | Cash Generated from Operations | (1.83) | (0.63) |
| | Income Tax Paid | 0.18 | (0.13) |
| | Net Cash from Operating Activities | (1.65) | (0.50) |
| B | Cash Flow from Investing Activities: | | |
| | Investments sold | 0.00 | 0.00 |
| | Loans and Advances given | 0.00 | 0.00 |
| | Net Cash (used)/Generated in Investing Activities | 0.00 | 0.00 |
| 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 | (0.17) | (0.71) |
| | Net Cash (Used)/Generated in Financing Activities | (0.17) | (0.71) |
| | Net Increase in Cash and Cash Equivalents (A)+(B)+(C) | (1.82) | (1.21) |
| | Opening Cash and Cash Equivalents | 8.36 | 9.57 |
| | Closing Cash and Cash Equivalents | 6.54 | 8.36 |

FOR AND ON BEHALF OF THE BOARD

Sakshi Laller
DIRECTOR
DIN: 10163397

Davender Singh
DIRECTOR
DIN: 09447213

Sameer Gupta
COMPANY SECRETARY

Bharat Singh
CFO

Date: 28.05.2025
Place: Mohali

AUDITOR'S REPORT

As per our report of even date

FOR HARJEET PARVESH & CO.
CHARTERED ACCOUNTANTS
FRN: 017437N

CA Konica Madan
(Partner)
M. No.: 547759

PRISM MEDICO AND PHARMACY LTD

AS AT 31ST MARCH, 2025

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

BALANCE SHEET AS ON 31ST MARCH, 2025 AND STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED ON THAT DAY

PARTICULARS

31ST MARCH, 2025 31ST MARCH, 2024

NOTE : 2 - INVENTORIES

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

| | | |
|-------------------------------|---------------|---------------|
| Finished Goods / Traded Goods | 677.06 | 677.06 |
| TOTAL Rs. | 677.06 | 677.06 |

NOTE : 3 - CASH & CASH EQUIVALENTS

| | | |
|------------------|-------------|-------------|
| Cash-in-Hand | 2.34 | 5.20 |
| Cash at Bank | 4.20 | 3.16 |
| TOTAL Rs. | 6.54 | 8.36 |

NOTE : 4 - SHORT TERM LOANS & ADVANCES

(i) Other Loans and Advances: 56.00 56.00

(ii) Balance with Revenue Authorities 0.00 0.13

(iii) Other Recoverable
- Ms. Paramjeet Kaur and Ms. Ashmeet Kaur
(On account of sale of bonus shares of M/s. Ajooni Biotech Limited)



295.12 295.12

TOTAL Rs. 351.12 351.24

NOTE : 5 - TRADE RECEIVABLES

| | | |
|------------------|---------------|---------------|
| Sundry Debtors | 358.42 | 368.96 |
| TOTAL Rs. | 358.42 | 368.96 |

PARTICULARS

31ST MARCH, 2025 31ST MARCH, 2024

NOTE : 6 - OTHER CURRENT ASSETS

| | | |
|-----------------------------|---------------|--------------|
| Input receivable from party | 0.00 | 0.09 |
| GST deposited on export | 0.00 | 0.0018 |
| GST ITC | 4.65 | 2.47 |
| Advances to suppliers | 132.04 | 90.81 |
| TOTAL Rs. | 136.69 | 93.29 |

NOTE : 7 - EQUITY SHARE CAPITAL

AUTHORISED

2,50,00,000 Equity Shares of Rs 10/- Each 2,500.00 2,500.00

ISSUED, SUBSCRIBED AND PAID UP

60,63,428 Equity Shares of Rs 10/- Each 606.34 606.34

TOTAL Rs. 606.34 606.34

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

(c) Statement of Changes in Equity:

| PARTICULARS | As at 31 st March, 2025 | | As at 31 st March, 2024 | |
|---|------------------------------------|-----------------------------|------------------------------------|-------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Equity Shares at the beginning of the year | 60,63,428 | 6,06,34,280 | 60,63,428 | 6,06,34,280 |
| Add: Equity Shares allotted during the year | 0 | 0 | 0 | 0 |
| Equity Shares at the end of the year | 60,63,428 | 6,06,34,280 | 60,63,428 | 6,06,34,280 |
| Shareholding of Promoters | | No. of Equity shares | % of Holding | |
| Symbiosis Pharmaceuticals Private Limited | | 8,48,083 | 13.98% | |
| Galaxy Vitacare Private Limited | | 5,22,672 | 8.60% | |
| Ramit Walia | | 1,45,106 | 2.39% | |

| Shareholders holding by Promoters | No. of equity shares | % of Holding | % change during year |
|---|----------------------|--------------|----------------------|
| Ajooi Biotech Limited | 0.00 | 0.00 | - |
| Jasjot Singh | 0.00 | 0.00 | - |
| Paramjeet Kaur | 0.00 | 0.00 | - |
| Charanjit Singh Bhatia | 0.00 | 0.00 | - |
| Symbiosis Pharmaceuticals Private Limited | 8,48,083 | 13.98% | - |
| Galaxy Vitacare Private Limited | 5,22,672 | 8.60% | - |
| Ramit Walia | 1,45,106 | 2.39% | - |

NOTE : 8 - OTHER EQUITY

Profit and Loss A/c

Balance as per last year 907.81 909.82
 Add : Net Profit for the year (4.87) (2.14)
 Add / Less : Transfer from fixed assets 0.00 0.00

VALUE RESEARCH PREMIUM

| | | |
|---|---------------|---------------|
| Add / Less : Prior Period Income Adjustment | 0.00 | (0.00) |
| Add / Less : Income Tax Adjustment | 0.00 | 0.13 |
| TOTAL Rs. | 902.94 | 907.81 |

NOTE : 9 - TRADE PAYABLES

| | | |
|------------------|-------------|-------------|
| Sundry Creditors | 0.00 | 3.08 |
| TOTAL Rs. | 0.00 | 3.08 |

NOTE : 10 - OTHER CURRENT LIABILITIES

| | | |
|-----------------------------|--------------|-------------|
| (i) GST Payable | 0.00 | 0.05 |
| (ii) TDS Payable | 0.06 | 0.34 |
| (iii) Audit Fees Payable | 0.45 | 0.45 |
| (iv) Others | 0.64 | 3.53 |
| (v) Advances from customers | 46.02 | 2.70 |
| TOTAL Rs. | 47.16 | 7.07 |

NOTE : 11 - REVENUE FROM OPERATIONS

| | | |
|-----------------------|--------------|---------------|
| (i) Sale of Products: | | |
| -Agriculture Products | 63.19 | 292.52 |
| TOTAL Rs. | 63.19 | 292.52 |

NOTE : 12 - OTHER INCOME

| | | |
|-------------------------------|-------------|--------------|
| Freight | 0.00 | 0.98 |
| Duty Drawback | 0.76 | 5.15 |
| Foreign Exchange Gain | 0.88 | 6.01 |
| Insurance Claim Received | 0.00 | 0.08 |
| Interest on Income Tax Refund | 0.00 | 0.01 |
| Misc. Income | 0.01 | 0.00 |
| TOTAL Rs. | 1.65 | 12.22 |

NOTE : 13 - COST OF MATERIAL CONSUMED

| | | |
|----------------------------|--------------|---------------|
| Purchase of Stock in trade | 44.85 | 256.08 |
| TOTAL Rs. | 44.85 | 256.08 |

NOTE : 14 - CHANGE IN INVENTORIES

| | | |
|-----------------------------|-------------|-------------|
| Finished Goods/Traded Goods | | |
| Opening Stock | 677.06 | 677.06 |
| Less: Closing Stock | 677.06 | 677.06 |
| TOTAL Rs. | 0.00 | 0.00 |

NOTE : 15 - EMPLOYEE BENEFIT

EXPENSE

(i) Salary, Wages
& Allowances

| | | |
|------------------|-------------|-------------|
| | 4.26 | 3.41 |
| TOTAL Rs. | 4.26 | 3.41 |

NOTE : 16 - FINANCE COST

Bank Charges

| | | |
|------------------|-------------|-------------|
| | 0.17 | 0.71 |
| TOTAL Rs. | 0.17 | 0.71 |

NOTE : 17 - DEPRECIATION EXPENSE

Depreciation on Fixed Assets

| | | |
|------------------|-------------|-------------|
| | 0.42 | 0.53 |
| TOTAL Rs. | 0.42 | 0.53 |

NOTE : 18 - ADMINISTRATIVE EXPENSES

Advertisement Expenses

1.74

1.81

Director Remuneration

0.00

0.00

Audit Fee

0.50

0.50

Legal & Professional Fee

7.77

5.91

Sales Promotion

0.00

1.56

Travelling

0.00

7.64

Printing & Stationery

0.00

0.00

Office Rent

0.00

0.00

Rates & Taxes

5.41

17.30

Website Expenses

0.15

1.74

Miscellaneous Expenses

0.19

0.02

Freight

5.97

10.34

| | | |
|------------------|--------------|--------------|
| TOTAL Rs. | 21.71 | 46.82 |
|------------------|--------------|--------------|



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, 2025****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) Basis of preparation:Statement of compliance:

These Standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended notified under Section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act.

Functional and presentation currency:

These financial statements are presented in Indian Rs., which is also the Company's functional currency.

Historical cost convention:

The financial statements have been prepared under historical cost convention on accrual basis, unless otherwise stated. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

d) Current versus non-current classification:

The company presents assets and liabilities in the Balance Sheet based on current/non-current classification:

An asset is treated as current when:

i) It is expected to be realized or intended to be sold or consumed in normal operating cycle;

- ii) It is held primarily for the purpose of trading;
- iii) It is expected to be realized within twelve months after the reporting Period; or
- iv) It is cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

The Company classifies all other assets as non-current.

A liability is current when:

- i) The Company classifies all other liabilities as non-current';
- ii) Deferred tax assets and liabilities are classified as non-current assets and liabilities;
- iii) The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company recognises 12 month as its operating cycle for the purpose of current -non-current classification of assets and liabilities.

e) Valuation of Inventory:

FIFO method of Stock valuation has been adopted by the company. Stock of raw material, stores and spares are valued at cost whereas stock of finished goods is valued at cost or net realisable value whichever is lower. There is no change in inventory during this year as company is involved in trading activities.

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 IND-AS requires management to make estimates and assumption that affect the reported balances of assets and liabilities and disclosure 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 and 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 and Contribution to the PF is provided on Accrual basis. No Provision has been made for employee benefits.

j) Cash Flow Statement:

Cash Flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

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.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the period in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not reasonably certain that the company will pay normal income tax during the specified period.

l) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets**Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e. the date that the company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt Instruments at amortized cost;
- ii) Debt Instruments, derivatives and equity Instruments at fair value through profit /loss (FVTPL);
- iii) Debt Instrument at fair value through other comprehensive Income (FVOCI);
- iv) Equity Instruments measured at fair value through Other comprehensive income (FVOCI).

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.

2. In the opinion of the Board, the current assets, loans and 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

Basic earnings per share

Basic earnings per share is calculated by dividing (A) the profit/(loss) attributable to owners of the company (B) by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- (a) the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- (b) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity years.

| <u>Particulars</u> | <u>31.01.2025</u> | <u>31.03.2024</u> |
|---|-------------------|-------------------|
| <u>Profit available for Equity Shareholders</u> | (4,86,917.99) | (2,14,276.82) |
| For Basic Earning: | 6,063,428.00 | 6,063,428.00 |
| Number 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 | | |
| Number of Weighted Average of Diluted Equity Shares | 6,063,428.00 | 6,063,428.00 |
| Nominal Value of Equity Shares | 10.00 | 10.00 |
| Earning Per Share (Rs.): | | |
| Basic | (0.08) | (0.04) |
| Diluted | (0.08) | (0.04) |

4. With reference to Employee Benefits, no provision has been made regarding Gratuity, Leave encashment and other retirement benefits and 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)

Sakshi Laller (Whole time Director)

Bharat Singh (CFO)

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

a) Ovation Remedies

b) Galaxy Pharmaceuticals Limited, Kenya

c) Symbiosis Pharmaceuticals Private Limited

d) Symbiosis Bioscience Private Limited

iv) Related Party Transaction

| Description | 2024-2025 | 2023-2024 |
|--|-----------------------|------------------------|
| 1.Transaction during the year: | | |
| With Ovation Remedies: | | |
| Purchases within the year | 49,56,936.80 | 2,81,92,461.00 |
| Sale made during the year | 0.00 | 0.00 |
| Collections Received | 0.00 | 0.00 |
| Repayment made against purchases | 99,00,000.00 | 3,71,25,000.00 |
| | | |
| With Galaxy Pharmaceuticals Limited, Kenya: | | |
| Purchases within the year | 0.00 | 0.00 |
| Sale made during the year | 57,92,720.86 | 2,88,63,788.00 |
| Repayment made against purchases | 0.00 | 0.00 |
| Collections Received | 72,86,315.00 | 3,48,74,195.00 |
| | | |
| With Symbiosis Pharmaceuticals Private Limited: | | |
| Purchases within the year | 79,352.43 | 0.00 |
| Sale made during the year | 45,000.00 | 0.00 |
| Repayment made against purchases | 0.00 | 0.00 |
| Collections Received | 4,10,000.00 | 0.00 |
| | | |
| With Symbiosis Bioscience Private Limited: | | |
| Purchases within the year | 0.00 | 0.00 |
| Sale made during the year | 0.00 | 0.00 |
| Repayment made against purchases | 0.00 | 0.00 |
| Collections Received | 2,08,202.00 | 0.00 |
| | | |
| Total | 2,86,78,527.09 | 12,90,55,444.00 |

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, 2025 | 31st March, 2024 |
|-------------------------------------|-------------------------|-------------------------|
| 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 | 1,16,18,377 | 3,48,74,195 |

13 In the opinion of Board of Directors, the current assets, loan and 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 | 31.03.2025 | 31.03.2024 |
|-----------------------------------|-------------------|-------------------|
| 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 | (22,580.43) | (24,977.31) |
| Total Timing Difference | (22,580.43) | (24,977.31) |
| Tax Rate | 26.00 | 26.00 |
| Deferred Tax Asset/(liability) created on Timing Difference | (5,871.21) | (6,494.40) |
| Opening DTA/DTL | 22,03,423.09 | 21,37,132.44 |
| Current year loss | (6,57,997.28) | (2,79,942.51) |
| DTA On above | 1,71,079.29 | 72,785.05 |
| Total Deferred Tax Asset | 23,68,631.17 | 22,03,423.09 |

Deffered Tax due to Depreciation:

| Timing Difference on Depreciation | Current Year | Previous Year |
|---|---------------------|----------------------|
| Depreciation as per Books of Accounts | 42,485.57 | 52,665.69 |
| Depreciation as per Income Tax Act | 65,066.00 | 77,643.00 |
| Timing Difference (Less Allowance By Income Tax) | (22,580.43) | (24,977.31) |

16. Details of Shareholders

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

17. Key Ratios as on 31.03.2024

| PARTICULARS | Numerator | Denominator | Ratio as on 31.03.2025 | Ratio as on 31.03.2024 | % Change |
|--------------------------------------|--|-----------------------------|------------------------|------------------------|----------|
| 1) Current Ratio | Current Assets | Current Liabilities | 32.44 | 211.92 | (85%) |
| 2) Debt-Equity Ratio | Total Debt | Shareholder's Funds | - | - | - |
| 3) Debt Service Coverage Ratio | Earnings available for debt service | Shareholder's Funds | - | - | - |
| 4) Return on Equity Ratio | Net Profit after taxes - Preference Dividend | Average Shareholder equity | -0.0019 | -0.0008 | 137% |
| 5) Inventory Turnover Ratio | Sales | Average inventory | 0.09 | 0.43 | (78%) |
| 6) Trade Receivables Turnover Ratio | Net Credit Sales | Average account receivables | 0.17 | 0.69 | (75%) |
| 7) Trade Payables Turnover Ratio | Net Credit Purchases | Average Trade Payables | 29.10 | 166.15 | (82%) |
| 8) Net Capital Turnover Ratio | Net Sales | Average Working Capital | 0.04 | 0.20 | (79%) |
| 9) Net Profit Ratio | Net profit after taxes | Net Sales | -0.10 | -0.01 | (941%) |
| 10) Return on Capital Employed Ratio | Earnings before interest and taxes. | Capital employed | -0.004 | -0.002 | (118%) |

There is change in ratios as due to increase in current liabilities, losses and decreased sales as compared to previous year.

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 31.03.2025 have become in-operative and balance of same cannot be confirmed

19. Rounding of has been done to nearest Lacs.

20. Disclosure of Transactions with Struck off Company

The company did not have any material transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956 during the financial year.

21. Additional Regulatory Disclosures

No transaction to report against the following disclosures as notified by MCA Pursuant to amendment in Schedule III:

- (a) Crypto Currency or virtual Currency;
- (b) Benami Property held under Prohibition of Benami Transactions Act , 1988 and rules made there under;
- (c) Registration of charges or satisfaction with Registrar of Companies;
- (d) Compliance with number of layers of companies;
- (e) Relating to Borrowed funds
 - (i) Wilful Defaulter;
 - (ii) Utilization of borrowed funds and share premium;

- (iii) Borrowings obtained on the basis of security of current assets;
- (iv) Discrepancy in utilization of borrowings;
- (v) Current maturity of long term borrowings.
- (f) Title deeds of immovable properties.

FOR AND ON BEHALF OF THE BOARD

Sakshi Laller
DIRECTOR
DIN: 10163397

Davender Singh
DIRECTOR
DIN: 09447213

Sameer Gupta
COMPANY SECRETARY

Bharat Singh
CFO

Date: 28.05.2025
Place: Mohali

AUDITOR'S REPORT

As per our report of even date

For HARJEET PARVESH & CO.
CHARTERED ACCOUNTANTS
FRN: 017437N

CA Konica Madan (Partner)
M. No.: 547759

