

# Looks Health Services Limited

CIN: L93030MH2011PLC222636

01<sup>st</sup> October, 2018

To,  
The Manager - CRD  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

Dear Sir,

**Scrip Code No. 534422**

**Sub: Submission of Annual Report for the F.Y. 2017-18**

With reference to the captioned subject and pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Annual Report of our Company for the F.Y. 2017-18, duly approved and adopted by the members of the Company at 07<sup>th</sup> Annual General Meeting of the Company held on Friday, 28<sup>th</sup> September, 2018 at 01:30 PM at registered office of the Company situated at A/203, Green Villa, above Pizza Hut, Lokhandwala Complex, Andheri West, Mumbai-400053 and concluded at 02.15 P.M.

The Annual Report is also uploaded on the website of the Company.

You are requested to take the above information in your records.

Thanking you,

Yours faithfully,

For Looks Health Services Limited

*Filest*  
  
Pritesh Doshi  
Whole Time Director  
DIN: 05155318

Encl: A/a

**LOOKS HEALTH SERVICES LIMITED**



**Seventh Annual Report  
FY 2017-18**

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**Corporate Information -****Board of Directors**

<b>Name</b>	<b>Designation</b>	<b>Date of Appointment/ Resignation</b>
Mr. Pritesh Doshi	Chairman cum Whole-Time Director cum Chief Financial Officer	Appointed CFO w.e.f 01 <sup>st</sup> September, 2018
Ms. Pallavi Jadhav	Managing Director	Appointed w.e.f 01 <sup>st</sup> September, 2018
Ms. Nishita Sheth	Managing Director	Resigned w.e.f 01 <sup>st</sup> September, 2018
Mr. Deepak Doshi	Independent Director	Resigned w.e.f 01 <sup>st</sup> September, 2018
Mr. Devendra Sanghvi	Independent Director	Appointed w.e.f. 01 <sup>st</sup> September, 2017
Ms. Quincy Sanadhya	Independent Director	Appointed w.e.f. 04 <sup>th</sup> July, 2017
Mr. Prashant Vikram	Chief Financial Officer	Resigned w.e.f 01 <sup>st</sup> September, 2018
Ms. Avni Garnara	Company Secretary & Compliance Officer	Resigned w.e.f 08 <sup>th</sup> December, 2017
Ms. Rupali Verma	Company Secretary & Compliance Officer	Appointed w.e.f. 08 <sup>th</sup> December, 2017

**Additional Information:****REGISTERED OFFICE:**

A/203, Green Villa, above Pizza Hut,  
Lokhandwala Complex, Andheri West,  
Mumbai- 400053.  
Tel: 022-62361730  
Website: [www.looksclinic.in](http://www.looksclinic.in)

**REGISTRAR & TRANSFER AGENT**

**Skyline Financial Services Private Limited**  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase- I, New Delhi - 110 020  
Tel: 011-64732681-88  
Fax: 011-26812682  
Email: [viren@skylinerta.com](mailto:viren@skylinerta.com)

**BANKERS**

HDFC Bank Limited  
Bank of Baroda  
Kotak Mahindra Bank Ltd

**STATUTORY AUDITOR**

**Kriplani Milani & Co.**  
Office No. 203 & 207, Mint Chambers,  
45 / 47, Mint Road, Opp. Gpo,  
Fort, Mumbai - 400001.  
Tel:- 022 22650430/ 40058971  
Email - [kriplani.bharat@gmail.com](mailto:kriplani.bharat@gmail.com)

**INTERNAL AUDITOR**

**Dhruvprakash & Co.**  
B-408, Naman Midtown,  
Senapati Bapat Marg,  
Elphinstone Road (West),  
Mumbai- 400013  
Tel: 022-24382100  
Email- [dpschetty@vsnl.com](mailto:dpschetty@vsnl.com)/  
[cadpschetty@gmail.com](mailto:cadpschetty@gmail.com)

**SECRETARIAL AUDITOR**

**VKM & ASSOCIATES**  
116, Trinity Bldg, 1st Floor,  
Dr. C H Street, Behind Parsi Dairy,  
Marine Lines (E), Mumbai -400002.  
Tel :- 022 22077267 / 22077542  
Email- [vkmassociates@yahoo.com](mailto:vkmassociates@yahoo.com)

**NOTE:** Shareholders are requested to bring their copy of the Annual Report along with them at the Annual General Meeting.

## NOTICE

NOTICE is hereby given that the **Seventh Annual General Meeting** of the Members of the Company will be held at Registered Office of the Company situated at A/203, Green Villa, above Pizza Hut Lokhandwala Complex, Andheri West, Mumbai- 400053 on Friday, **28<sup>th</sup> September, 2018** at **1.30 P.M.** to transact the following business:

### Ordinary Business

1. To consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2018 including Audited Balance Sheet and Profit & Loss A/c together with the Auditor's Report & Director's Report thereon.
2. To Appoint a director in place of Mr. Pritesh Doshi (DIN: 05155318) who retires by rotation and being eligible offers himself for reappointment.

### Special Business

3. To appoint Ms. Pallavi Jadhav (DIN 08208922) as Managing Director with effect from 01<sup>st</sup> September, 2018 for a period of Five years:

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

"**RESOLVED THAT** Ms. Pallavi Jadhav (DIN: 08208922), who was appointed as an Additional Director of the Company w.e.f. 01<sup>st</sup> September, 2018 in accordance with the provisions of Sections 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and holds office as such upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Ms. Pallavi Jadhav (DIN: 08208922) as Managing Director of the Company for a period of 5 (Five) year w.e.f. 01<sup>st</sup> September, 2018 on the terms and conditions contained in the Agreement executed by and between Ms. Pallavi Jadhav and the salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Ms. Pallavi Jadhav will be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule V of the Act by making such compliances as provided in the Schedule.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required for the purpose of giving effect to this resolution."

**4. To re-appoint Mr. Pritesh Doshi (DIN: 05155318) as a Whole-time Director cum Chief Financial Officer with effect from 01<sup>st</sup> September, 2018 for a period of Five years:**

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

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, consent of the Company be and is hereby accorded for re appointment of Mr. Pritesh Doshi (DIN: 05155318) as Whole-Time Director cum Chief Financial Officer (CFO) of the Company for a period of Five (5) years w.e.f 01<sup>st</sup> September, 2018 and whose office shall be liable to retire by rotation, on the terms and conditions contained in the Agreement executed by and between Mr. Pritesh Doshi and the Company salient features of which are specified in the Explanatory Statement under Section 102 of the Companies Act, 2013 annexed to this Notice.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Mr. Pritesh Doshi will be paid the salary and perquisites as minimum remuneration not exceeding the limits specified under Section II of Part II of Schedule V of the Act by making such compliances as provided in the Schedule.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient, desirable including power to sub delegate, in order to give effect to the foregoing resolution”.

**5. To appoint Mr. Devendra Sanghvi (DIN: 02251590) as an Independent Director with effect from 01<sup>st</sup> September, 2018 for a period of Five years:**

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

“**RESOLVED THAT** Mr. Devendra Sanghvi (DIN: 02251590), who was appointed as an Additional Director (Independent) of the Company w.e.f. 01<sup>st</sup> September, 2018 in accordance with the provisions of Sections 149, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company and holds office as such upto the date of ensuing Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such for a period of 5 years i.e. upto 31<sup>st</sup> August, 2023, who shall not be liable to retire by rotation.”

**By Order of the Board  
For Looks Health Services Limited**

**Rupali Verma  
Company Secretary & Compliance Officer**

**Date: 01<sup>st</sup> September, 2018  
Place: Mumbai**

**NOTES:-**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 3, 4 and 5 of the accompanying Notice are annexed hereto.
2. Information as required under Regulation 36(3) of the SEBI (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 as "**Annexure A**".
3. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to Annual Report and forms part of this Notice.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SEVENTH ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members.

5. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamp not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
6. The proxy-holder shall prove his identity at the time of attending the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company.
8. **Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.**
9. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer books will remain closed from Monday, 24<sup>th</sup> day of September, 2018 to Friday, 28<sup>th</sup> day of September, 2018 (both days inclusive).
12. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
13. **Members of the Company had approved the appointment of M/s. Kriplani Milani & Co, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of the 3<sup>rd</sup> Annual General Meeting till the conclusion of the 8<sup>th</sup> Annual General Meeting of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7<sup>th</sup> May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 07<sup>th</sup> Annual General Meeting.**
14. In case of any queries regarding the Annual Report, members may write to cs@looksclinic.com to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to write to us at least ten (10) days before the meeting to enable us to keep the information ready.
15. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their Folio Number in all correspondences with the Company.
16. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s).
18. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
19. Non Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
20. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.



21. Members are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.
22. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.
23. The Notice of 07<sup>th</sup> Annual General Meeting and instructions for e-voting along with Assent / Dissent Form, Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.
24. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
25. Pursuant to the provisions of Section 72 of the Act read with the Rules made there under, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
26. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.
27. **We request you to update your e-mail address with the Company, Looks Health Services Limited, A/203, Green Villa, above Pizza Hut Lokhandwala Complex, Andheri West, Mumbai- 400053, e-mail cs@looksclinic.com to ensure that the annual report and other documents reach you on your preferred e-mail.**

28. **E-Voting process:**

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 7<sup>th</sup> Annual General Meeting to be held on Friday, 28<sup>th</sup> September, 2018. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 7<sup>th</sup> AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote against the AGM.

The Company has appointed M/s. VKM & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies

Act, 2013 and the relevant Rules, the Company has fixed Friday, 21<sup>st</sup> September, 2018 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, 21<sup>st</sup> September, 2018, only. The e-voting facility is available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**Procedure/ Instructions for e-voting are as under:**

**A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):**

- i. Open the e-mail and also open PDF file, namely, "LOOKS e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder - Login
- iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- v. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
- vii. Select "EVEN" (E-voting Event Number) of Looks Health Services Limited. Now you are ready for e-voting as 'Cast Vote' page opens.
- viii. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
- x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vkmassociates@yahoo.com](mailto:vkmassociates@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no: 1800-222-990.

**B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):**

- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
- ii. Please follow all steps from Sl. No. 20. A (ii) to (xii) above, to cast vote.

**C. Other Instructions**

- i. The e-voting period commences on Tuesday, 25<sup>th</sup> September, 2018 (9.00 a.m. IST) and ends on Thursday 27<sup>th</sup> September, 2018 (5.00 p.m. IST). During this period, Members

holding shares either in physical form or in dematerialized form, as on Friday, 21<sup>st</sup> September, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

- ii. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iv. M/s. VKM & Associates, Company Secretaries, Mumbai has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting through polling paper and remote e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, within forty eight hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.looksclinic.com](http://www.looksclinic.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**By Order of the Board  
For Looks Health Services Limited**

**Rupali Verma  
Company Secretary & Compliance Officer**

**Date: 01<sup>st</sup> September, 2018  
Place: Mumbai**

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)**

**The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:**

**Item No. 3**

Ms. Pallavi Jadhav was appointed as an Additional Director of the Company w.e.f. 01<sup>st</sup> September 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds office as such upto the date of ensuing Annual General Meeting.

Ms. Pallavi Jadhav, aged 31 years has a degree of Bachelors in Naturopathy and Yogic Science. Ms. Pallavi Jadhav is specialized in Hair & Skin, she is practicing for more than 7 years and having rich experience and vast knowledge of hair restoration and its latest methods & techniques. She has been attached with various clinic & hospitals as Hair Transplant Expert & Consultant.

Ms. Pallavi Jadhav has also been appointed as Managing Director of the Company for a period of 5 (Five) year w.e.f. 01<sup>st</sup> September, 2018 in terms of the applicable provisions of the Act and on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee and approved by the Board.

The terms & conditions of her appointment are as follows: -

- a) Remuneration: Rs. 50,000/- p.m. All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.
- b) Period -01<sup>st</sup> September, 2018 to 31<sup>st</sup> August, 2023.
- c) The appointment may be terminated by either party by giving one months' notice in writing on such termination or as may be mutually agreed between the parties.
- d) She shall perform such duties as shall from time to time be entrusted upon her by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Regulations with the Stock Exchange.

As per provisions of Sections 196 & 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under, the appointment and remuneration payable to Ms. Pallavi Jadhav as Managing Director needs to be approved by the shareholders of the Company in general meeting.

Except, Ms. Pallavi Jadhav, none of the Directors and Key Managerial Personnel of your Company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

The Board recommends the Special Resolution as set out at item no. 3 of the Notice for your approval.

**Item No. 4**

The Board of Directors of the Company (“the Board”) at its meeting held on 01<sup>st</sup> September, 2018 has, subject to approval of members, re-appointed Mr. Pritesh Doshi (DIN: 05155318) as a Whole-

time Director, for a further period of 5 (five) years from the expiry of his present term, on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee and approved by the Board.

Further to the above due to resignation of Mr. Prashant Vikram, CFO of the Company due to his pre occupation, it is incumbent upon the Company to appoint a CFO of the Company in order to comply with the provisions of the Companies Act, 2013, rules made thereunder and the Listing Regulations. Hence the Board of Directors of the Company on the recommendations of Nomination and Remuneration Committee and Audit Committee had appointed Mr. Pritesh Doshi as Whole-time Director cum Chief Financial Officer (CFO) of the Company w.e.f. 01<sup>st</sup> September, 2018

Mr. Pritesh Doshi, aged 28 years, is a Commerce Graduate and has a rich experience in the field of Finance and Accounts and has redesignated as Whole-Time Director cum CFO of the Company in its Board Meeting held on 1<sup>st</sup> September, 2018 as recommended by Audit & Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members' approval for the re-appointment of Mr. Pritesh Doshi as a Whole Time Director cum CFO and remuneration payable to him, in terms of the applicable provisions of the Act. The terms & conditions of his appointment are as follows: -

- a) Remuneration: Rs. 30,000/- p.m. All the Statutory benefits applicable to the Company from time to time shall be payable as per applicable provisions and statutory deductions will be made accordingly.
- b) Period -01<sup>st</sup> September, 2018 to 31<sup>st</sup> August, 2023.
- c) The appointment may be terminated by either party by giving one months' notice in writing on such termination or as may be mutually agreed between the parties.
- d) He shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Regulations with the Stock Exchange.

The resolution seeks the approval of the members in terms of Sections 196 & 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under for re-appointment of Mr. Pritesh Doshi as Whole-Time Director cum CFO for the Five (5) years.

Except, Mr. Pritesh Doshi, none of the Directors and Key Managerial Personnel of your Company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

The Board recommends the Special Resolution as set out at item no. 4 of the Notice for your approval.

#### **Item No. 5**

Mr. Devendra Sanghvi (DIN: 02251590), was appointed as an Independent Director (Additional Director) of the Company w.e.f. 01<sup>st</sup> September, 2018 for a period of 5 (five) years i.e. till 31<sup>st</sup> August, 2023. Mr. Devendra Sanghvi, aged 43 years is Under Graduate and has rich experience in Financial & in Capital Market activities and having more than 27 years of experience in the said field. Pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office as such upto the date of ensuing Annual General Meeting.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013, which became effective from 1st April, 2014, an Independent Director of a Company can be appointed for a term of 5 consecutive years and shall not be liable to retire by rotation.

Mr. Devendra Sanghvi have given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013 to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Devendra Sanghvi proposed to be appointed as Independent Directors fulfill the conditions specified in the Act and the rules made thereunder and are independent of the management.

Except, Mr. Devendra Sanghvi, none of the Directors of your Company or their relatives are concerned or interested in the said resolution.

The Board recommends the Ordinary Resolution as set out at item no. 5 of the Notice for approval of the shareholders of the Company.

**By Order of the Board  
For Looks Health Services Limited**

**Rupali Verma  
Company Secretary & Compliance Officer**

**Date: 01<sup>st</sup> September, 2018  
Place: Mumbai**

**ANNEXURE -A**

**Additional Information on directors recommended for appointment/re-appointment as required under Regulation 36 (3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 at ensuing Annual General Meeting are as follows:**

<b>Name of the Director</b>	<b>Ms. Pallavi Jadhav</b>	<b>Mr. Pritesh Doshi</b>	<b>Mr. Devendra Sanghvi</b>
DIN	08208922	05155318	02251590
Date of Birth	17/11/1986	23/06/1990	13/012/1975
Nationality	Indian	Indian	Indian
Date of First Appointment	01/09/2018	24/12/2011	01/09/2018
Designation	Managing Director	Whole Time Director Cum CFO	Independent Director (Non Executive Director)
Specialized Expertise	Vast Experience in Naturopathy and Yogic Science	Good experience in Administrative & Financial Matters	Rich Experience in Financial & in Capital Market activities
Qualifications	Bachelors of Naturopathy and Yogic Science	B.Com	Under Graduate
Directorship of other Companies as at 31/03/18.	None	4	1
Chairmanship/Membership of other Committees as at 31/03/18.	None	-	1
No. of Board meeting attended during year	None	8	None
No. of Shares held in Company as on 31/03/18.	None	122500	None
Relationship with existing Directors of the Company	None	None	None
Last Remuneration Drawn (per annum)	None	3,60,000/-	None

**By Order of the Board  
For Looks Health Services Limited**

**Rupali Verma  
Company Secretary & Compliance Officer**

**Date: 01<sup>st</sup> September, 2018  
Place: Mumbai**

**DIRECTOR'S REPORT**

For the Financial Year Ended on 31<sup>st</sup> March, 2018

Dear Shareholders,

Your Directors have great pleasure in presenting the 7th Annual Report together with the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and Profit & Loss Account for the year ended on that date.

**1. FINANCIAL STATEMENTS & RESULTS:****a. Financial Results**

The Company's performance during the year ended 31<sup>st</sup> March, 2018 as compared to the previous financial year, is summarized below:

(Amount in Rs.)

Particular	For the financial year ended 31 <sup>st</sup> March, 2018	For the financial year ended 31 <sup>st</sup> March, 2017
Income	21,480,852	23,980,932
Less: Expenses	18,448,380	23,909,622
Profit/ (Loss) before tax	3,032,472	71,310
Less: Provision for tax/Deferred Tax	(14,826)	(11,476)
Income Tax of earlier years w/off	0	0
Exception Income	0	0
Exception expenditure	0	0
Profit after Tax	3,047,298	59,835
No. of Equity Shares	10500000	10500000
EPS	0.29	0.01

**FINANCIAL PERFORMANCE:**

The total income of the Company for the year under review stood at Rs. 21,480,852/- (previous year 23,980,932/-). During the year the Company earned net profit of Rs. 3,047,298/- (previous year profit of Rs. 59,835/-).

**DIVIDEND:**

In order to conserve the resources for future business requirements, your Directors do not recommend dividend for the year under review.

**SHARE CAPITAL:**

As on March 31, 2018, the paid up equity share capital of the company was INR 10,50,00,000/- i.e. 10500000 equity shares of INR 10 each. There was no change in Paid-up Share Capital of the Company during the Financial Year 2017-18.



**BOARD OF DIRECTORS**

As on March 31, 2018, the Board comprised of two Executive Directors- Mr. Pritesh Doshi- Whole-Time Director and Dr. Nishita Sheth- Managing Director and two Non-Executive Independent Director's. The Company has received necessary declarations from the Independent Directors stating that they meet the prescribed criteria for independence. Based on the confirmations/disclosures received from the Directors under Section 149(7) of the Companies Act 2013 and on evaluation of the relationships disclosed, the following Non-Executive Directors are considered as Independent Directors:

- a) Mr. Deepak Doshi
- b) Ms. Quincy Sanadhya

**DECLARATION BY INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from all the Independent Directors of the Company under sub-section (7) of Section 149 of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015.

**ANNUAL PERFORMANCE EVALUATION BY THE BOARD:**

SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- i. Board dynamics and relationships
- ii. Information flows
- iii. Decision-making
- iv. Relationship with stakeholders
- v. Company performance and strategy
- vi. Tracking Board and committee's effectiveness
- vii. Peer evaluation

Pursuant to the provisions of the Companies Act, 2013 a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board works with the nomination and remuneration committee to lay down the evaluation criteria.

The Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committees of the Company. The Board has devised questionnaire to evaluate the performances of each of executive, non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

- v. Ability to contribute to and monitor our corporate governance practices

**CHANGES IN BOARD OF DIRECTORS:**

Your Company's Board is duly constituted and is in compliance with the requirements of the Companies Act, 2013, the Listing Regulations and provisions of the Articles of Association of the Company. Your Board has been constituted with requisite diversity, wisdom and experience commensurate to the scale of operations of your Company.

The Board has appointed:

1. Ms. Pallavi Jadhav (DIN: 08208922) as an additional Director of the Company with effect from 01<sup>st</sup> September, 2018 to hold office upto the date of the ensuing AGM. At the said Board Meeting, she has also been appointed as the Managing Director of the Company for a period of five years with effect from 01<sup>st</sup> September, 2018, subject to approval of the Members at the ensuing AGM. In terms of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Pallavi Jadhav shall be liable to retire by rotation.
2. Mr. Pritesh Doshi (DIN: 05155318) re appointed as the Whole-time Director of the Company for a period of five years with effect from 01<sup>st</sup> September, 2018, subject to approval of the Members at the ensuing AGM and in the same meeting he has also been appointed as a Chief Financial Officer of the Company. In terms of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Pritesh Doshi shall be liable to retire by rotation.

Being a Whole-time Director and Chief Financial Officer of the Company, Mr. Doshi is also a Key Managerial Person (KMP) of the Company in terms of the provisions of Sections 2(51) and 203 of the Companies Act, 2013.

3. Mr. Devendra Sanghvi (DIN: 02251590) as an Additional Director of the Company with effect from 01<sup>st</sup> September, 2018 to hold office upto the date of the ensuing AGM. At the said Board Meeting, he has also been appointed as the Independent Director of the Company for a period of five years with effect from 01<sup>st</sup> September, 2018, subject to approval of the Members at the ensuing AGM. In terms of Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Devendra Sanghvi shall not be liable to retire by rotation.

Your Board recommends their appointment / re-appointment of the above Directors.

Further to the above Ms. Nishita Sheth, Managing Director, Mr. Deepak Doshi, Independent Director and Mr. Prashant Vikram, Chief Financial Officer of the Company has resigned due to their pre-occupations.

The Company has formulated code of conduct on appointment of directors and senior management. This code of conduct can be accessed on the website of the Company at the link <http://www.looksclinic.in/download/Policies/code-of-conduct-for-board-of-directors&senior-management.pdf>

**Additional Information on directors recommended for appointment/re-appointment as required under Regulation 36 (3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 at ensuing Annual General Meeting are given in the Notice convening 7<sup>th</sup> Annual General Meeting.**

**MEETINGS OF THE BOARD:**

The Board met 08 (Eight) times during the financial year 2017-18, i.e. on 30<sup>th</sup> May, 2017, 04<sup>th</sup> July, 2017, 23<sup>rd</sup> August, 2017, 04<sup>th</sup> September, 2017, 14<sup>th</sup> September, 2017, 14<sup>th</sup> December, 2017, 18<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018. The maximum interval between any two meetings did not exceed 120 days.

**CHANGES IN KEY MANAGERIAL PERSONNEL (KMP'S) DURING THE YEAR 2017 -2018**

The Board appointed Ms. Rupali Verma as Company Secretary of the Company w.e.f. 08.12.2017 in place of Ms. Avni Garnara who has resigned from the post of Company Secretary w.e.f. 08.12.2017.

**COMMITTEES OF THE BOARD:**

There are currently three Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance and forms part of this Annual Report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

As required under Section 134(3)(c) of the Companies Act, 2013 and according to the information and explanations received by the Board, your Directors state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 of the company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**EXTRACT OF ANNUAL RETURN:**

An extract of Annual Return in Form MGT 9 is appended to this Report as **Annexure- 1**.

**CORPORATE GOVERNANCE:**

Corporate Governance is about maximizing shareholders value legally, ethically and sustainability. At Looks Health Services Limited, the goal of Corporate Governance is to ensure fairness for every stakeholder. We believe Corporate Governance is critical to enhance and retain investor trust. Our Board exercises its judiciary responsibilities in the widest sense of the term. We also endeavour to enhance long-term shareholder value and respect minority rights in all our

business decisions. As per regulation 34 of the Listing Regulations, a separate section on corporate governance practices followed by your Company, together with a certificate from Kriplani Milani & Co, Practising Chartered Accountants, on compliance with corporate governance norms under the Listing Regulations, is provided as **Annexure -2** to this Annual Report.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the Company's operations forms part of this Annual Report as **Annexure -3**.

#### **STOCK EXCHANGE:**

The Equity Shares of the Company are listed at BSE Limited. The Company has paid the Annual listing fees for the year 2017-2018 to the said Stock Exchange.

#### **PUBLIC DEPOSITS:**

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Pursuant to Section 186 of Companies Act, 2013 and Schedule V of the Listing Regulations, disclosure on particulars relating to loans, advances, guarantees and investments are provided as part of the financial statements.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All Related Policy Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. No Material Related Party Transactions, entered during the year by your Company as per Section 188 of the Companies Act, 2013 which require approval of the member. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable.

The Policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the website of the Company at the link <http://www.looksclinic.in/download/Policies/policy-on-material-related-party.pdf>

#### **PARTICULARS OF REMUNERATION:**

Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel Rules, 2014, details of the ratio of remuneration of each Director to the median employee's remuneration are appended to this report as **Annexure- 4**.

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has adopted a Vigil mechanism / Whistle blower Policy to deal with instance of fraud and mismanagement, if any. The Company had established a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of our Code of Conduct and Ethics. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil mechanism Policy is explained in the report of Corporate Governance and also posted on the website of the Company. We affirm that during the financial year 2017-2018, no employee or director was denied access to the Audit Committee.  
<http://looksclinic.in/download/Policies/whistle-blower-policy.pdf>

**REMUNERATION POLICY:**

Pursuant to provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 and on the recommendation of the Nomination and Remuneration Committee, the Board has adopted a Policy on criteria for appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The salient features of the Remuneration Policy are stated in the Report on Corporate Governance which forms part of this Annual Report.

**INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and 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 thereunder. There was no complaint on sexual harassment during the year under review.

The policy can be accessed on the website of the Company at the link <http://www.looksclinic.in/download/Policies/policy-on-sexual-harassment.pdf>

**RISKS AND AREAS OF CONCERN:**

The Company has laid down a well-defined Risk Management Policy to identify the risk, analyse and to undertake risk mitigation actions. The Board of Directors regularly undertakes the detailed exercise for identification and steps to control them through a well-defined procedure.

**STATUTORY AUDITORS:**

At the 3<sup>rd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014, M/s. Kriplani Milani & Co., Chartered Accountants, Mumbai (having FRN: 130461W), were appointed as Statutory Auditors of the Company to hold office upto the conclusion of 8<sup>th</sup> Annual General Meeting.

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, the requirement of seeking ratification of appointment of statutory auditors by members at each AGM has been done away with. Accordingly, no such item has been considered in notice of the 7<sup>th</sup> AGM.

The Auditor's Report for the year ended 31<sup>st</sup> March, 2018 does not contain any qualification, reservation or adverse remark. Pursuant to provisions of Section 143(12) of the Companies Act, 2013, the Statutory Auditors have not reported any incident of fraud to the Audit Committee during the year under review. The Auditor's Report is enclosed with Financial Statements in this Annual Report.

**INTERNAL AUDITOR:**

The Company has appointed M/s. Dhruvaprakash & Co, Chartered Accountants (FRN.: 117674W) as its Internal Auditor. The Internal Auditor has given his reports on quarterly basis to the Audit Committee.

Based on the report of internal audit, management undertakes corrective action in the respective areas and strengthens the levels of Internal Financial and other operational controls.

**SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed M/s. VKM & Associates, Practicing Company Secretaries, to conduct Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR-3 for the financial year ended March 31, 2018 is enclosed as **Annexure- 5** to this Report. There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his report.

**INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:**

The Board of your Company has laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Pursuant to Section 134(3)(m) of the Companies act, 2013 read with Rule 8 of the Companies (accounts) rules, 2014, details regarding the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo for the year under review are as follows:

**A. CONSERVATION OF ENERGY:**

- a. Steps taken or impact on conservation of energy - The Operations of the Company do not consume energy intensively. However, the Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.
- b. Steps taken by the Company for utilizing alternate sources of energy - Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- c. The capital investment on energy conservation equipment - Nil

**B. TECHNOLOGY ABSORPTION:**

- a. The efforts made towards technology absorption - The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.

- b. The benefits derived like product improvement, cost reduction, product development or import substitution- Not Applicable
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable
- d. The expenditure incurred on Research and Development - Not Applicable

The Particulars of Foreign Exchange and Outgo for the year under review are as follows:

<b>Particulars</b>	<b>Year ended 31<sup>st</sup> March, 2018</b>	<b>Year ended 31<sup>st</sup> March, 2017</b>
Foreign exchange earning	Nil	Nil
Foreign exchange Outgo	Nil	Nil

**CHANGES IN THE NATURE OF BUSINESS, IF ANY:**

There is no change in the nature of business carried on by the Company.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

**ACKNOWLEDGEMENT:**

Your Directors wish to place on record their gratitude and deep appreciation for the continued support and co-operation received by the Company from the shareholders, company's clients, suppliers, bankers and employees and look forward for their continued support in the future as well.

**By Order of the Board  
For Looks Health Services Limited**

**Pritesh Doshi  
Chairman  
DIN: 05155318**

**Date: 01<sup>st</sup> September, 2018  
Place: Mumbai**

**ANNEXURE- 1****FORM MGT-9****EXTRACT OF ANNUAL RETURN**As on financial year ended on 31<sup>st</sup> March, 2018

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

**I. REGISTRATION AND OTHER DETAILS:**

CIN	:	L93030MH2011PLC222636
Registration Date	:	1 <sup>st</sup> October, 2011
Name of the Company	:	Looks Health Services Limited
Category/ Sub-Category of the Company	:	Public Company Limited by shares
Address of the Registered office and contact details	:	A/203, Green Villa, above Pizza Hut Lokhandwala Complex, Andheri West Mumbai-400053. Tel: 022-62361730 Email - cs@looksclinic.com Website – www.looksclinic.in
Whether listed company	:	Yes- BSE Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase– I, New Delhi – 110 020 Tel: 011-64732681-88 Fax: 011-26812682 Email: viren@skylinerta.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Dental Service	86202	55.33
2	Cosmetic Medicines	47721	16.05
3	Interest Income	64920	24.81

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No.	Name and address of the Company	CIN / GLN	Holding subsidiary associate	/	% of shares held	Applicable section
N.A.						



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):****i. Category-wise Share Holding:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	159200	0	159200	1.52	122500	0	122500	1.17	-0.35
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.	2100000	0	2100000	20.00	2100000	0	2100000	20.00	0.00
e) Banks/FI									
f) Any Other.									
<b>Sub-total (A) (1):-</b>	<b>2259200</b>	<b>0</b>	<b>2259200</b>	<b>21.52</b>	<b>2222500</b>	<b>0</b>	<b>2222500</b>	<b>21.17</b>	<b>-0.35</b>
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other									
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>2259200</b>	<b>0</b>	<b>2259200</b>	<b>21.52</b>	<b>2222500</b>	<b>0</b>	<b>2222500</b>	<b>21.17</b>	<b>-0.35</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Fund									
f) Insurance Companies									
g) FIIs									
h) Foreign Portfolio-Corp.									
i) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
2. Non-Institutions									
NBFCs Registered with RBI	1300	0	1300	0.01	1300	0	1300	0.01	0.00
a) Bodies Corp.	2279890	0	2279890	21.71	2825979	0	2825979	26.91	5.20
i) Indian									
ii) Overseas									

b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	266243	0	266243	2.54	230846	0	231042	2.20	-0.34
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5692867	0	5692867	54.22	5218675	0	5218675	49.70	-4.52
c) Others (specify)									
Non Resident Indians	500	0	500	0.00	700	0	700	0.01	0.00
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies									
<b>Sub-total (B)(2):-</b>	<b>8240800</b>	<b>0</b>	<b>8240800</b>	<b>78.48</b>	<b>8277500</b>	<b>0</b>	<b>8277500</b>	<b>78.83</b>	<b>0.35</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>8240800</b>	<b>0</b>	<b>8240800</b>	<b>78.48</b>	<b>8277500</b>	<b>0</b>	<b>8277500</b>	<b>78.83</b>	<b>0.35</b>
<b>TOTAL (A)+(B)</b>	<b>10500000</b>	<b>0</b>	<b>10500000</b>	<b>100.00</b>	<b>10500000</b>	<b>0</b>	<b>10500000</b>	<b>100.00</b>	<b>0.00</b>
C. Shares held by Custodians and against which Depository Receipts have been issued									
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>10500000</b>	<b>0</b>	<b>10500000</b>	<b>100.00</b>	<b>10500000</b>	<b>0</b>	<b>10500000</b>	<b>100.00</b>	<b>0.00</b>

ii. **SHAREHOLDING OF PROMOTERS:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Maxgainz Finserve Pvt. Ltd.	2100000	20.00	0.00	2100000	20.00	0.00	0.00
2.	Pritesh Champalal Doshi	122500	1.17	0.00	122500	1.17	0.00	0.00
	<b>TOTAL</b>	<b>2259200</b>	<b>21.52</b>	<b>0.00</b>	<b>2259200</b>	<b>21.52</b>	<b>0.00</b>	<b>0.00</b>

iii. **CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Maxgainz Finserve Pvt Ltd.				
	At the beginning of the year	2100000	20.00	2100000	20.00
	Increase/ Decrease during the year	-	-	-	-

	At the End of the year			2100000	20.00
2.	Nishita K Sheth				
	At the beginning of the year	36700	0.35	36700	0.35
	Increase/ Decrease during the year	(36700)	(0.35)	0	0
	At the End of the year			0	0
3.	Pritesh Champalal Doshi				
	At the beginning of the year	122500	1.17	122500	1.17
	Increase/ Decrease during the year	-	-	-	-
	At the End of the year			122500	1.17

iv. **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sl. No.	Shareholding at the beginning of the year	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>				
1.	Monarch Network Capital Limited				
	At the beginning of the year	<b>302057</b>	<b>2.88</b>	302057	2.88
	Increase During The Year	50589	0.48	352646	3.36
	Decrease During The Year	(14169)	(0.13)	338477	3.22
	At the End of the year			<b>338477</b>	<b>3.22</b>
2.	Vraj Dyes And Drugs Pvt. Ltd.				
	At the beginning of the year	<b>479500</b>	<b>4.57</b>	479500	4.57
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			<b>479500</b>	<b>4.57</b>
3.	Innovate Derivatives Private Limited				
	At the beginning of the year	<b>141999</b>	<b>1.35</b>	141999	1.35
	Increased During The Year	594796	5.66	736795	7.02
	Decrease During The Year	0	0.00	736795	7.02
	At the End of the year			<b>736795</b>	<b>7.02</b>
4.	Jyothi Jain				
	At the beginning of the year	<b>350700</b>	<b>3.34</b>	350700	3.34
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			<b>350700</b>	<b>3.34</b>
5.	Bharatbhai Ratanshibhai Shah				
	At the beginning of the year	<b>311900</b>	<b>2.97</b>	311900	2.97
	Increased During The Year	0	0.00	311900	2.97
	Decrease During The Year	(299400)	(2.85)	12500	0.12
	At the End of the year			<b>12500</b>	<b>0.12</b>

6.	Hitesh Kumar Jain				
	At the beginning of the year	<b>533400</b>	<b>5.08</b>	533400	5.08
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			<b>533400</b>	<b>5.08</b>
7.	Jaswant Kantilal Parmar				
	At the beginning of the year	<b>232400</b>	<b>2.21</b>	232400	2.21
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			<b>232400</b>	<b>2.21</b>
8.	Fenilbhai Bharatbhai Shah				
	At the beginning of the year	<b>311900</b>	<b>2.97</b>	311900	2.97
	Increased During The Year	0	0.00	311900	2.97
	Decrease During The Year	(299400)	(2.85)	236800	0.12
	At the End of the year			<b>236800</b>	<b>0.12</b>
9.	Prajapati Dinesh Ratilal				
	At the beginning of the year	<b>236800</b>	<b>2.26</b>	236800	2.26
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			<b>236800</b>	<b>2.26</b>
10.	Ramesh Krishna Kulaye				
	At the beginning of the year	<b>249200</b>	<b>2.37</b>	249200	2.37
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			<b>249200</b>	<b>2.37</b>
11.	Ashokbhai P Modi				
	At the beginning of the year	<b>213500</b>	<b>2.03</b>	213500	2.03
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			<b>213500</b>	<b>2.03</b>
12.	Sagar Harish Sharma				
	At the beginning of the year	<b>210700</b>	<b>2.01</b>	210700	2.01
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			<b>210700</b>	<b>2.01</b>

v. **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Nishita K Sheth				
	At the beginning of the year	36700	0.35	36700	0.35
	Increase during the year	0	0.00	0	0.00
	Decrease During The Year	(36700)	(0.35)	0	0.00
	At the End of the year			0	0.00
2.	Mr. Pritesh Doshi				
	At the beginning of the year	122500	1.17	122500	1.17
	Increased During The Year	0	0.00	0	0.00
	Decrease During The Year	0	0.00	0	0.00
	At the End of the year			122500	1.17

V **INDEBTEDNESS:**

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

VI **REMUNERATION OF DIRECTORS:**a. **REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount (In Lacs)
		Pritesh Doshi –Whole Time Director	
1	Gross salary	Rs.3,60,000/-	3.60
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Rs.3,60,000/-	3.60
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0.00
2	Stock Option	0	0.00
3	Sweat Equity	0	0.00
4	Commission		
	- as % of profit	0	0.00
	- others, specify	0	0.00
5	Others, please specify	0	0.00
	Total (A)	Rs.3,60,000/-	3.60
	Ceiling as per the Act *	10% of the net profits	0.00

b. **REMUNERATION TO OTHER DIRECTORS: NIL.**

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary		CFO	
		Avni Garnara*	Rupali Verma#		
1	Gross salary				-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,58,837/-	99,100/-	-	2,57,937/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-		
	- others, specify	-	-		
5	Others, please specify	-	-	-	-
	Total	<b>1,58,837/-</b>	<b>99,100/-</b>	-	<b>2,57,937/-</b>

\* Resigned w.e.f. 08<sup>th</sup> December, 2018

# Appointed w.e.f. 08<sup>th</sup> December, 2018

**VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties / punishments / compounding of offences for breach of any section of the Companies Act, 2013 against the Company, it's Directors or other officers in default, during the financial year ended March 31, 2018.

CORPORATE GOVERNANCE REPORT**1. Company's philosophy on the code of corporate governance**

The Company's philosophy of Corporate Governance emphasizes on maintaining the highest level of accountability, transparency in all its dealings, timely disclosures and dissemination of price sensitive information and matters of interests to its stakeholders, ensuring absolute compliance with all applicable laws and regulations and conducting business ethically.

The Company believes that Corporate Governance is about conducting business in accordance with the applicable laws, rules and regulations while striking a balance between economic and social goals. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors.

The Company is in compliance with the requirements of Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable, with regard to corporate governance.

**2. Board of Directors**

The Board of Directors of the Company consists of directors having rich knowledge and experience in the industry and related sectors for providing strategic guidance and direction to the Company.

- i. The Board of Directors of the Company has optimum combination of Executive and Non-Executive/Independent Directors. As on 31st March, 2018, the Board of Directors comprised of 4 (Four) directors out of which 2 (Two) were Non-Executive/ Independent Directors and 2 (Two) Executive Directors. The Chairman of the Board is Executive Director.
- ii. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.
- iii. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2018 have been made by the Directors. None of the Directors are related to each other.
- iv. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- v. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies as on March 31, 2018 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act.

Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.

- vi. During the financial year 2017-18, 8 (Eight) meetings of Board of Directors were held on viz. 30<sup>th</sup> May, 2017, 04<sup>th</sup> July, 2017, 23<sup>rd</sup> August, 2017, 04<sup>th</sup> September, 2017, 14<sup>th</sup> September, 2017, 14<sup>th</sup> December, 2017, 18<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018.

The details of composition of the Board of Directors, their attendance at each Board meeting held during the financial year 2017-2018 and at the last Annual General Meeting, their directorships in other companies and positions in various Committees are as follows:

Name	Category	No. of Board Meetings Held	No. of Board Meetings Attended	Whether attended last AGM	As on 31 <sup>st</sup> March, 2018 (Excluding position in the Company)		
					No. of Directorships	Committee	
						Chairman ship(s)	Member ship(s)
Mr. Pritesh Doshi	C/P/WTD /ED	8	8	Yes	4	-	-
Ms. Nishita Sheth (Resigned w.e.f. 01 <sup>st</sup> September, 2018)	MD/ED	8	8	Yes	1	-	-
Mr. Deepak Meghraj Doshi (Resigned w.e.f. 01 <sup>st</sup> September, 2018)	I/NED	8	8	Yes	4	5	1
Ms. Quincy Sanadhya (Appointed w.e.f. 04 <sup>th</sup> July, 2017)	I/NED	6	6	Yes	-	-	-

**Notes:**

1. C - Chairman, P - Promoter, I - Independent Director, MD- Managing Director, WED- Whole time Director, NED - Non Executive Director, ED - Executive Director.
2. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.
3. The directorship held by directors as mentioned above do not include Directorship in private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.
4. The Company Secretary in consultation with Chairman of the Company and Managing Director/ Executive Director, drafts the Agenda for each Board meeting along with explanatory notes and distributes these in advance to the Directors. The Company has well defined process for placing vital and sufficient information before the Board. Any matter requiring discussion or decision or approval of the Board or Committee, is communicated to the Company Secretary well in advance so that the same could be included in the Agenda for the respective meetings. The Board meets at least once in a quarter and maximum time gap between two meetings did not exceed one hundred and twenty days.



5. During the year, a separate meeting of the Independent Directors of the Company was held on 14<sup>th</sup> February, 2018 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole and the quality, quantity and timeliness of flow of information between the Company management and the Board. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.
6. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.
7. The Company undertakes necessary induction programme for new Directors and ongoing training for existing Directors. The new directors are briefed about the Company processes and to familiarize them with the business activities of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of the Company processes and
- fully equip Directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of familiarization programme of the Independent Directors are available on the Company's website at [www.looksclinic.in](http://www.looksclinic.in)

8. During the year 2017-18, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.
9. None of the directors are related to each other.
10. Details of equity shares of the Company held by the Directors as on March 31, 2018 are given below:

Name	Category	Number of equity shares
Mr. Pritesh Doshi	Non-Independent, Executive	1,22,500

### 3. Committees of the Board

The Board of Directors of the Company has constituted the following Committees:

- A. Audit Committee
- B. Stakeholders' Relationship Committee
- C. Nomination and Remuneration Committee

#### A. Audit Committee

- a) The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.
- b) The purpose of the Audit Committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and other associated matters.

**c) Terms of reference**

The terms of reference of the Audit Committee broadly are as under:

- Overseeing the Company's financial reporting process and the disclosure financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
  - Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
  - Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
  - Appointment, removal and terms of remuneration of internal auditor.
  - Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
    - i. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Section 134(5) of the Companies Act, 2013;
    - ii. Changes, if any, in accounting policies and practices and reasons for the same;
    - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
    - iv. Significant adjustments made in the financial statements arising out of audit findings;
    - v. Compliance with listing and other legal requirements relating to the financial statements;
    - vi. Disclosure of any related party transactions;
    - vii. Qualifications in the draft audit report.
    - viii. Recommending the appointment/re-appointment/removal of statutory auditors, fixation of audit fees and also approval of payments for any other services.
  - Reviewing with management, Statutory and internal auditor's adequacy of the internal control systems.
  - Discussing with internal and statutory auditors of any significant findings and follow-up thereon and reviewing the reports furnished by them.
  - Reviewing the Company's financial and risk management policies.
  - Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and/ or other Committees of Directors of the Company.
  - Scrutiny of inter-corporate loans and investments
  - Approval or any subsequent modification of transactions of the Company with related parties
  - Valuation of undertakings or assets of the company, wherever it is necessary; Evaluation of internal financial controls and risk management systems
  - Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed
  - The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company
  - The audit committee shall review the information required as per SEBI Listing Regulations.
- d) The quorum of the Committee is two independent members present or one third of the total members of the Committee, whichever is higher.

- e) During the financial year 2017-2018, the members of Audit Committee met 4 (Four) times on 30<sup>th</sup> May, 2017, 23<sup>rd</sup> August, 2017, 14<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018. The Composition and attendance of the members of the Audit Committee during the financial year 2017-2018 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. Deepak Doshi	Chairman	4	4
Mr. Pritesh Doshi	Member	4	4
Mrs. Nishita Sheth (Upto 30 <sup>th</sup> May, 2017)	Member	1	1
Ms. Qunicy Sanadhya (From 23 <sup>rd</sup> August, 2017)	Member	3	3

- f) The audit committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.

#### **B. Nomination & Remuneration Committee:**

- a) The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Companies Act, 2013.

#### **b) Terms of reference**

The broad terms of reference of the nomination and remuneration committee are as under:

- Recommend to the Board the setup and composition of the Board and its committees, including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director." The committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the Board the appointment or reappointment of directors.
- Devise a policy on Board diversity.
- Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
- Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
- Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
- Oversee familiarisation programmes for directors.
- Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and

recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).

- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.
- c) During the financial year 2017-18, the members of Nomination and Remuneration Committee met 5(five) times on 30<sup>th</sup> May, 2017, 23<sup>rd</sup> August, 2017, 14<sup>th</sup> December, 2017, 18<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018.
- d) The composition and attendance of the members of the Nomination and Remuneration Committee during the financial year 2017-18 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. Deepak Doshi	Chairman	5	5
Mr. Pritesh Doshi	Member	5	5
Mrs. Nishita Sheth (Upto 30 <sup>th</sup> May, 2017)	Member	1	1
Ms. Quincy Sanadhya (From 23 <sup>rd</sup> August, 2017)	Member	4	4

Details of remuneration/sitting fees paid to the Directors and number of shares held by them in the Company during the financial year 2017-18 are as follows:

Name	Category	Salary	Perquisites or Allowances	Stock Options	Sitting Fees*	Total	No. of shares held
Mr. Pritesh Champalal Doshi	Chairman & Whole time Director	3,60,000/-	-	-	-	3,60,000/-	122500
Ms. Nishita Kishorchandra Sheth	Managing Director	-	-	-	-	-	-
Mr. Deepak Meghraj Doshi	Independent Director	-	-	-	-	-	-
Ms. Quincy Sanadhya (w.e.f 4 <sup>th</sup> July, 2017)	Independent Director	-	-	-	-	-	-

\* None of the Directors are paid any sitting fees for attending the Board or Committee meeting.

e) **Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

f) **Nomination & Remuneration policy:**

The Company follows a comprehensive policy for selection, re-commendation, appointment of Directors and other senior managerial employees and also on the remuneration, and such other related provision as applicable.

**1. Selection:**

- Any person to be appointed as a Director on the Board of Director of the Company or as KMP or Senior Management Personnel, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- Any person to be appointed as a Director on the Board of the Company shall possess the relevant experience and shall be able to provide policy directions to the Company, including directions on good corporate governance.
- While appointing any person as Chief Executive Officer, Managing Director or a Whole-time director of the Company, his / her educational qualification, work experience, industry experience, etc. shall be considered.

**2. Remuneration:**

- Remuneration of Executive Directors:
  - i. At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Executive Directors within the overall limits prescribed under the Companies Act.
  - ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
  - iii. The remuneration of the Executive Directors is broadly divided into fixed component.
  - iv. The fixed compensation shall comprise salary, allowances, perquisites, amenities and retiral benefits.

In determining the remuneration (including the fixed increment and performance bonus) the Nomination & Remuneration Committee shall consider the following:

- i. The relationship of remuneration and performance benchmarks
- ii. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- iii. Responsibility of the Executive Directors and the industry benchmarks and the current trends;
- iv. The Company's performance vis-à-vis the annual budget achievement and individual performance.

- Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies Appointment and Remuneration of Managerial Personnel Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company

▪ Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Directors) the Nomination & Remuneration Committee shall consider the following:

- i. The relationship of remuneration and performance benchmark;
- ii. The components of remuneration includes salaries, perquisites and retirement benefits;
- iii. The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

The Executive Directors will carry out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned hereinabove, recommends the annual increment to the Nomination & Remuneration Committee for its review and approval.

**C. Stakeholder Relationship (Investor Grievance) Committee:**

- a) The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and the provisions of Section 178 of the Companies Act, 2013.

**b) Terms of Reference**

The Committee is specifically responsible for the redressal of shareholders'/investors' grievances pertaining to non-receipt of Annual Report, dividend payments, Share transfers and other miscellaneous complaints and recommends measures for overall improvement in the quality of investor services.

The Committee also overviews the performance of the Registrar and Share Transfer Agents of the Company relating to investors services and recommend measures for improvements.

- c) During the financial year 2017-2018, the members of Stakeholders' Relationship Committee 4 (Four) times on 30<sup>th</sup> May, 2017, 23<sup>rd</sup> August, 2017, 14<sup>th</sup> December, 2017 and 14<sup>th</sup> February, 2018.
- d) The Composition and attendance of the members of the Stakeholders' Relationship Committee during the financial year 2017-2018 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. Deepak Doshi	Chairman	4	4
Mr. Pritesh Doshi	Member	4	4
Mrs. Nishita Sheth (Upto 30 <sup>th</sup> May, 2017)	Member	1	1
Ms. Qunicy Sanadhya (From 23 <sup>rd</sup> August, 2017)	Member	3	3

**e) Name, Designation and address of Compliance Officer**

**Ms. Rupali Verma**  
 Company Secretary and Compliance Officer  
**Looks Health Services Limited**  
 A/203, Green Villa, above Pizza Hut,  
 Lokhandwala Complex, Andheri West,

Mumbai- 400053.  
Telephone: 022- 62361730  
Email: cs@looksclinic.com  
Website: www.looksclinic.in

f) **Details of Status of Investors' Complaints during the year 2017-18 are as follow:**

Opening at the beginning of the year	Received during the year	Resolved during the year	Pending at the end of the year
NIL	NIL	NIL	NIL

4. **GENERAL BODY MEETINGS:**

a) **Annual General Meetings:**

Details of date, time and location of the last three Annual General Meetings (AGMs) are given below:

Year	AGM	Date of AGM and Time	Venue
2016-17	6 <sup>th</sup>	29 <sup>th</sup> Sept, 2017 2: 30 P.M	A/203, Green Villa, above Pizza Hut, Lokhandwala Complex, Andheri West, Mumbai- 400053
2015-16	5 <sup>th</sup>	30 <sup>th</sup> Sept, 2016 3: 00 P.M	A/203, Green Villa, above Pizza Hut, Lokhandwala Complex, Andheri West, Mumbai- 400053
2014-15	4 <sup>th</sup>	30 <sup>th</sup> Sept, 2015 1.00 P.M.	28/3, Next to Jari Mari Mandir, S.V.Road, Bandra (W), Mumbai: 400050.

b) **Details of Special Resolution passed in the last three Annual General Meetings:**

Date of AGM	Purpose of Resolution
29 <sup>th</sup> September, 2017	1. Adoption of new set of Articles of Association as Per Companies Act, 2013. 2. Alteration in Liability Clause in Memorandum of Association of the Company. 3. Increase in the Limit of Loan, Investments, Guarantee & Security under Section 186 of the Companies Act, 2013 upto Rs.100 Crores.
30 <sup>th</sup> September, 2016	1. Appointment of M/s. Skyline Financial Services Private Limited, as the Registrars & Transfer Agent of the Company. 2. Utilization of IPO Funds.
30 <sup>th</sup> September, 2015	1. Issue of Bonus Shares by way of Capitalization of Share Premium 2. Increased in Authorized share capital. 3. Alteration in the Capital Clause of Memorandum of Association. 3. Alteration in Capital Clause of Articles of Association.

**During the year under review, no resolution was passed by means of Postal Ballot. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal ballot.**

5. **MEANS OF COMMUNICATIONS:**

- The quarterly, half-yearly and annual results of the Company are forwarded to BSE Limited where the shares of the Company are listed and published in "Business Standard"(English) and Apla Mahanagar (Marathi). The results are also displayed on the Company's website at [www.looksclinic.in](http://www.looksclinic.in).
- The Management Discussion and Analysis for the year ended 31<sup>st</sup> March, 2018 is part of Annual Report and annexed separately.

- c. The Company has not made any presentations/press release to Institutional Investors or to the Analysts during the year under review.

**6. GENERAL SHAREHOLDER'S INFORMATION:**

**a. Annual General Meeting for Financial year 2017-18:**

Date : 28<sup>th</sup> September, 2018  
 Day : Friday  
 Time : 01.30 p.m.  
 Venue : A/203, Green Villa, above Pizza Hut,  
 Lokhandwala Complex,  
 Andheri West, Mumbai- 400053

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking appointment/ re-appointment at the forthcoming AGM are given herein and in the Annexure to the Notice of the AGM to be held on 28<sup>th</sup> September, 2018.

**b. Financial Calendar:**

Financial Year: 1st April to 31st March  
 AGM in: September  
 Financial Calendar (Provisional for 2018-19):

Subject Matter	Tentative Dates of the Board Meeting
First Quarter Results	On 04 <sup>th</sup> September, 2018.
Second Quarter Results	By 14 <sup>th</sup> November, 2018.
Third Quarter Results	By 14 <sup>th</sup> February, 2019.
Fourth Quarter/ Yearly Results	By 30 <sup>th</sup> May, 2019.(Audited Results)

- c. **Date of Book Closure/Record Date:** 24<sup>th</sup> day of September, 2018 to 28<sup>th</sup> day of September, 2018.

- d. **Listing on Stock Exchange:** The Equity Shares of the Company are listed on the BSE Limited. Listing Fees as applicable have been paid.

**e. Stock Code & ISIN:**

Stock Code: 534422,  
 Demat ISIN Number in NSDL & CDSL: INE204N01013

- f. **Corporate Identity Number (CIN) of the Company:** L93030MH2011PLC222636

**g. Market Price Data:**

High & Low price of the Equity Shares of the Company at BSE Ltd. during each month for the year 2017-18 as compared to BSE SENSEX points are as follows:

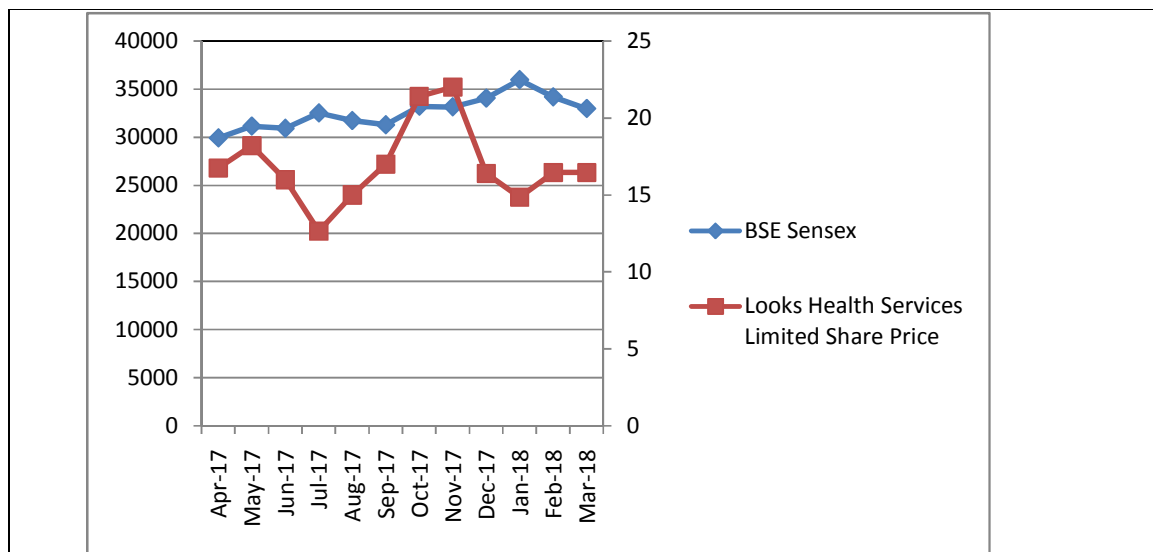
Month	Price on BSE (RS.)*		BSE Sensex (Points)*	
	High	Low	High	Low
April 2017	17.7	15.7	30184.22	29241.48
May 2017	19.9	15.9	31255.28	29804.12
June 2017	18	16	31522.87	30680.66
July 2017	15.2	11.9	32672.66	31017.11



August 2017	16.8	12.11	32686.48	31128.02
September 2017	17	15	32524.11	31081.83
October 2017	22	17.4	33340.17	31440.48
November 2017	22.4	22	33865.95	32683.59
December 2017	20.9	14.75	34137.97	32565.16
January 2018	15.6	14.15	36443.98	33703.37
February 2018	16.45	14.8	36256.83	33482.81
March 2018	-	-	34278.63	32483.84

\*Source: [www.bseindia.com](http://www.bseindia.com)

**h. Performance of Looks Health Services Limited Share Price in comparison with BSE Sensex :**



\*Source: [www.bseindia.com](http://www.bseindia.com)

**i. Registrars and Transfer Agents details:**

Name & Address:

Skyline Financial Services Private Limited

Unit - Looks Health Services Limited

D- 153A, 1<sup>st</sup> Floor, Okhla Industrial Area,

Phase- I, New Delhi- 110020

Tel: 011-26812682/83

Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

Website: [www.skylinerta.com](http://www.skylinerta.com)

**j. Share Transfer System:**

All shares sent or transferred in physical form are registered by the Registrar & Share Transfer Agents within 15 days of the lodgment, if documents are found in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares processed and the confirmation are given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

k. **Shareholding Pattern as on 31<sup>st</sup> March, 2018:**i. **Distribution Schedule as on 31<sup>st</sup> March, 2018:**

Slab of Shares Holding		Number of Share Holders	% total number of holders	Total Number of Shares	% to total Number of Shares
From	To				
1	500	118	38.19	20405	0.19
501	1000	48	15.53	34556	0.33
1001	2000	17	5.5	26594	0.25
2001	3000	17	5.5	41700	0.4
3001	4000	6	1.94	21620	0.21
4001	5000	7	2.27	32098	0.31
5001	10000	10	3.24	78763	0.75
10001 and above		86	27.83	10244264	97.56
<b>TOTAL</b>		<b>309</b>	<b>100.00</b>	<b>10500000</b>	<b>100.00</b>

ii. **Categories of equity shareholding as on March 31, 2018:**

Categories	No of Shareholders	No. of Shares	% of shareholding
<b>Promoters (A)</b>	<b>2</b>	<b>2222500</b>	<b>21.17</b>
<b>Public Shareholding (Non Institutions)</b>			
NBFCs Registered with RBI	1	1300	0.01
Non- Resident Indians	2	700	0.01
Bodies Corporate	27	2825979	26.91
Indian Public	277	5449521	51.90
<b>Public Shareholding (Non Institutions) (B)</b>	<b>307</b>	<b>8277500</b>	<b>78.83</b>
<b>Total (A+B)</b>	<b>309</b>	<b>10500000</b>	<b>100</b>

iii. **Dematerialization of Equity Shares and Liquidity**

As on 31<sup>st</sup> March, 2018, 100% of the equity shares of the Company are held in dematerialized form with NSDL and CDSL. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE204N01013.

iv. **Outstanding ADR/ GDR/ Warrants/ Convertible Instruments and their impact on Equity:**

Your Company has not issued any ADRs/GDRs/Warrants or any Convertible Instruments.

v. **Commodity price risk or foreign exchange risk and hedging activities:**

Please refer to Management Discussion and Analysis Report for the same.

vi. **Address for Investor Correspondence**

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend or any other query relating to shares, and please write to:

Ms. Rupali Verma,  
 Company Secretary and Compliance Officer  
 Looks Health Services Limited  
 A/203, Green Villa, above Pizza Hut,  
 Lokhandwala Complex, Andheri West,  
 Mumbai- 400053.  
 Telephone: 022- 62361730  
 Email: cs@looksclinic.com  
 Website: [www.looksclinic.in](http://www.looksclinic.in)

## **5. Disclosures:**

### **Related Party Transaction:**

There were no materially significant related party transactions, pecuniary transactions or relationship between the Company and its Directors during the financial year ended 31st March, 2018 that may have potential conflict with the interest of the Company at large. The transactions with the related parties, as per the requirements of the Accounting Standard (AS) 18, are disclosed in the Notes on Accounts, forming part of the Annual Report. The policy on dealing with Related Party Transaction is available on Company's website at [www.looksclinic.in](http://www.looksclinic.in).

### **CEO/CFO Certification:**

Certificate regarding CEO/CFO Certification in terms of the Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed to this report.

### **Statutory Compliance, Penalties and Strictures:**

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

### **Vigil Mechanism Policy/Whistle Blower Policy:**

The Company promotes ethical behavior in all its business activities and adopted Vigil Mechanism/Whistle Blower Policy to report unethical and fraudulent behavior. Under the said policy the employee, vendors and customers can report any suspected or confirmed incident of fraud, misconduct, unethical behavior etc. to the Company. This will ensure fraud-free work & ethical environment.

The mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and direct access to the Chairman of the Audit Committee is also available in exceptional cases. No person has been denied access to the Chairman of the Audit Committee.

The Whistle Blower Policy is available on the website of the Company viz., [www.looksclinic.in](http://www.looksclinic.in).

### **Reconciliation of Share Capital Audit:**

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is proposed to be carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

**Non-Mandatory Requirements**

The Company does not comply with the non mandatory requirements.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I, **Pritesh Doshi**, Whole Time Director of the Company, declare that the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct during the year ended 31<sup>st</sup> March, 2018.

**By Order of the Board  
For Looks Health Services Limited**

**Pritesh Doshi  
Chairman  
DIN: 05155318**

**Date: 01<sup>st</sup> September, 2018  
Place: Mumbai**

ANNEXURE- 3MANAGEMENT DISCUSSION & ANALYSIS REPORT**1. Industry Structure and Development:**

With the changing dimension of beauty, influence of media, film industry and fashion, the market is predicted to fuel over in the near future. Health factors such as rise in accidents and obesity have led to the growth of the market. Moreover, technological factors which include the development of advanced materials like silicone implants is also expected to spur the market growth in domestic as well as in global market. Moreover, with the increasing popularity of digital photography, introduction to self-monitoring apps, high demand to increase one's self-esteem and affordability of cosmetic surgeries in developing countries can substantially increase the volume of cosmetic surgery procedures.

India is viewed as one of the most progressive countries for cosmetic surgical procedures and this trend is expected to continue in the near future. This is mainly due to the fact that cosmetic surgery has evolved beyond the traditional concept of being a 'risky or 'impractical procedure that was demanded by women who were overly conscious about their appearance. Today, people in India understand that cosmetic surgery is a highly specialized and advanced niche of plastic surgery that helps people attain happiness with fewer risks and greater affordability.

In the past, cosmetic surgeries in India were associated with celebrities and people of the affluent class. However, today, these surgeries are increasingly becoming popular and are being undertaken by the middle class. Increasingly, both men and women from the upper middle class group are opting for cosmetic procedures to look attractive in order to get lucrative jobs, best possible marriage partners and primarily get rid of any deformity that they feel impacts their self confidence and self-esteem. Moreover, traditionally, men and women in their late 20s and early 30s were the key clients of cosmetic surgeons. However, a new trend has emerged where teenagers are approaching cosmetic/ aesthetic surgeons to get some cosmetic procedure done.

The changing lifestyle and urbanization, growing awareness of cosmetic surgery procedures, availability of better infrastructure and the rising economic capacity are all driving the cosmetic surgeries market in India.

**2. Opportunities & Threats:**

The Cosmetics market is especially rich in opportunities since most products still have low penetration rates among the population. For instance, only 23% of households use skin care products. There is vast potential of growth.

As per research findings, cosmetics market, once female dominated, has started earning high revenues from male counterparts as well, by catering to male-specific needs. The revenue generated through male cosmetic market has increased the total revenue of Indian cosmetic industry.

Meanwhile, social taboos against body part violation, non-essential nature of cosmetic surgery and high cost associated with such surgeries are some of the major factors restricting the market growth in domestic as well as in global market

**3. Segment wise performance:**

Company operates only in one segment viz. Cosmetic & Non Cosmetic Treatments.

**4. Outlook:**

Cosmetic industry has emerged as one industry holding huge potential for future growth. It is contributing to the economic growth of the country. During the last three to four decades, the industry has gained momentum and shall continue to do so in the coming years. Your Company will continue to concentrate on both product development and broadening of customer base. This will help the Company to increase the stakeholder value, growth in volumes along with managing the margins through competitive pricing. Continued cost efficiency and cost savings coupled with infrastructure development will be the focus for the coming years.

**5. Risks & Concerns:**

The Company believes that an organization cannot be risk averse but has to persistently foresee and implement ways of mitigating these risks. The Company occasionally faces the risk of an economic downturn but looking at the growth prospects for the Cosmetic Industry, this risk can be controlled, if not mitigated. In order to ensure long term corporate sustainability and success it is essential that the Company accept these risks, place proper mechanisms and find solutions to reduce as well as mitigate these risks. Thus, the Company is well aware of these risks and challenges and has put in place mechanisms to mitigate the same.

**6. Internal Control System & their Adequacy:**

Your Company has adequate internal control procedures to commensurate with the nature and size of its business. Procedures ensure efficient and cost effective use of company's resources. Company has developed proper procedures to safeguard company's valuable assets against losses, to ensure timely and accurate preparation of accounts and compliance's of various rules and regulations.

**7. Financial Performance:**➤ **Share Capital:**

The Paid up Share Capital of the Company as on 31<sup>st</sup> March, 2018 stands at Rs. 105000000/- divided into 10500000 equity shares of Rs. 10/- each fully paid up.

➤ **Reserves and Surplus:**

The Reserves and Surplus is Rs. 43,370,306/- as on the end of the Current year.

➤ **Total Income:**

During the year under consideration, total income is Rs. 21,480,852/-.

**8. Employee Relations:**

Company has smooth relations with its employees during the year under review.

**9. Our Strategy:**

Company has 9 operational Branches Mumbai, Pune, Goa, Ashram Road & Mansi-Cross Road Ahemadabad, Surat, Udaipur, Chittorgarh, Bhilwara. Due to weak economic outlook and inflationary pressures, Company has restricted its branch expansion and is taking all precautions towards the same. Company is changing its branch expansion policy from shifting from its earlier policy of opening own company operated branches to opening franchisee based branches & following franchisee based expansion model. Further once the economy starts moving & new expansion strategy is properly implemented, Company is highly upbeat about the business prospects of the Company. Considering the demand in the market the Company provides services like cosmetic and plastic surgeries, weight loss & hair gain treatment, dental surgeries and other dental treatments etc.

**By Order of the Board  
For Looks Health Services Limited**

**Pritesh Doshi  
Chairman  
DIN: 05155318**

**Date: 01<sup>st</sup> September, 2018  
Place: Mumbai**

**ANNEXURE- 4****Details of the ratio of remuneration of each Director to the median employee's Remuneration**

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year :-		
<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Ratio of remuneration to the median remuneration of the employees</b>
1	Mr. Pritesh Champalal Doshi	1.5:1
2	Ms. Nishita Kishorchandra Sheth	N.A.
3	Mr. Deepak Meghraj Doshi	N.A.
4.	Ms. Quincy Sanadhya (w.e.f 4 <sup>th</sup> July, 2017)	N.A.
(ii) The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year		
<b>Sr. no.</b>	<b>Name of the Directors, KMP</b>	<b>% Increase over last F.Y.</b>
1	Mr. Pritesh Champalal Doshi	N.A
2	Ms. Nishita Kishorchandra Sheth	N.A
3	Ms. Prashant Vikram	N.A
4	Ms. Rupali Verma (Appointed w.e.f. 08 <sup>th</sup> December, 2018)	N.A
5	Ms. Avni Garnara (Resigned w.e.f. 08 <sup>th</sup> December, 2018)	N.A
(iii)	The percentage increase in the median remuneration of employees in the financial year	NIL
(iv)	The number of permanent employees on the rolls of the Company	33
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in the remuneration of other employees is 0%
(vi)	Statement Pursuant To Rule 5(2) Of Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014	N.A.

We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

**By Order of the Board  
For Looks Health Services Limited**

**Date: 01<sup>st</sup> September, 2018  
Place: Mumbai**

**Pritesh Doshi  
Chairman  
DIN: 05155318**



ANNEXURE- 5

**FORM MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2018**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**To,  
THE MEMBERS,  
LOOKS HEALTH SERVICES LIMITED  
A/203, Green Villa, Above Pizza Hut,  
Lokhandwala Complex, Andheri West,  
Mumbai- 400053.**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **"LOOKS HEALTH SERVICES LIMITED"** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's 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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 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 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 the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 (SEBI Act);
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;

- (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;
- (h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998 - Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:-

- The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings and Committee Meetings were taken unanimously and are captured and recorded as part of the minutes of the meetings.

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 VKM & Associates  
Practicing Company Secretary**

**(Paresh Pandya)**

**Partner**

**ACS No. 12123**

**CP No.: 4869**

**Place: Mumbai**

**Date: 01/09/2018**

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

## "ANNEXURE A"

TO,  
THE MEMBERS,  
LOOKS HEALTH SERVICES LIMITED  
A/203, Green Villa, Above Pizza Hut,  
Lokhandwala Complex, Andheri West,  
Mumbai- 400053.

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

## Management's Responsibility

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

## Auditor's Responsibility

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 the 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 of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

## Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VKM & Associates  
Practicing Company Secretary

(Paresh Pandya)  
Partner  
ACS No. 12123  
C P No.: 4869

Place: Mumbai  
Date: 01/09/2018

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF  
CORPORATE GOVERNANCE**

**To,  
THE MEMBERS OF LOOKS HEALTH SERVICES LIMITED**

We have examined the compliance of conditions of Corporate Governance by Looks Health Services Limited, for the year ended on 31st March 2018, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Kriplani Milani & Co.  
Chartered Accountants  
FRN No. 130461W**

**Bharat Kriplani  
(Partner)  
Membership No.: 134969**

**Place: Mumbai  
Date: 01<sup>st</sup> September, 2018**

**CERTIFICATION BY MD/CFO**

**(Issued in accordance with the Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Board of Directors  
Looks Health Services Limited.

Dear Sirs,

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2018 and that to the best of our knowledge and belief;
  1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the 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.
- d) We have indicated to the auditors and the Audit Committee:
  1. Significant changes in internal control over financial reporting during the year.
  2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which we have become aware and the involvement there in, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours Sincerely,

**Dr. Nishita Sheth**  
Managing Director

**Mr. Prashant R. Vikram**  
C.F.O.

Place: Mumbai  
Date: 30<sup>th</sup> May, 2018

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**LOOKS HEALTH SERVICES LIMITED**  
**Report on the Financial Statements**

We have audited the accompanying financial statements of **LOOKS HEALTH SERVICES LIMITED** ('the Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rule, 2015, as amended, and other accounting principles generally accepted in India.

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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under Section 143(11) of the Act.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are

appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2018, and its profit/loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit, 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 purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- I. The Company has disclosed the impact of the pending litigations as at 31.03.2018, if any on its financial position in the Financial Statements under Contingent Liability- Please refer Note 36(11) to the Financial Statements.
- II. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
- III. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**FOR KRIPLANI MILANI & CO.**  
Chartered Accountants  
FRN No. 130461W

**Bharat R. Kriplani**  
*Partner*  
**Mem. No. 134969**

**Date : 30/05/2018**  
**Place : Mumbai**



**ANNEXURE A TO AUDITORS' REPORT**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors Report of even date]

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

1. In respect of its fixed assets
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such physical verification.
2. In respect of its inventories

The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.
3. According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013, in respect of which:
  - a) The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount;
  - b) There is no overdue amount for more than ninety days at the balance sheet date.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2016 are not applicable to the Company.
6. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under subsection (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7. In respect of Statutory Dues:
  - a) According to the information and explanations given to us and on the basis of records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess, and other material statutory dues have been regularly deposited with the appropriate authorities.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2018 for a period of more than six months from the date of becoming payable.
  - c) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. According to the information and explanations given to us, the Company has not taken loans or borrowings from a financial institution or bank or government or has any dues to debenture holders. Accordingly, the provisions of clause 3 (viii) of the Order are not applicable to the Company and hence not commented upon.
9. According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer/further public offer/debt instruments and term loans hence, reporting under clause 3 (ix) is not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
11. According to the information and explanations given by the management, the managerial remuneration has been paid /provided in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Companies Act, 2013.
12. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the Company and hence not commented upon.
13. According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
14. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.

15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**FOR KRIPLANI MILANI & CO.**  
Chartered Accountants  
FRN No. 130461W

**Date : 30/05/2018**  
**Place : Mumbai**

**Bharat R. Kriplani**  
*Partner*  
**Membership. No. 134969**

**ANNEXURE B TO AUDITORS' REPORT**

[Referred to in Clause (f) in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors Report of even date]

**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 **LOOKS HEALTH SERVICES LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

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

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

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

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

#### **Opinion**

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

**FOR KRIPLANI MILANI & CO.**

Chartered Accountants

FRN No. 130461W

**Bharat R. Kriplani**

*Partner*

**Membership. No. 134969**

**Date : 30/05/2018**

**Place : Mumbai**

**LOOKS HEALTH SERVICES LIMITED**  
**L93030MH2011PLC222636**  
**BALANCE SHEET AS AT 31 MARCH 2018**

Particulars	Note No.	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
<b>I. ASSETS</b>				
<b>Non-current assets</b>				
Property, Plant and Equipment	4	15,355,199	16,279,124	17,843,560
Financial Assets				
(i) Investments	5	-	5,180,000	5,180,000
(ii) Loans and Advances	6	90,398,629	170,035,347	82,959,415
(iii) Other financial assets	7	37,991,026	38,086,738	38,115,958
Other non-current assets	8	-	-	-
<b>Total Non-current assets</b>		<b>143,744,854</b>	<b>229,581,209</b>	<b>144,098,933</b>
<b>Current assets</b>				
Inventories	9	415,032	349,450	1,174,242
Financial Assets				
(i) Trade receivables	10	159,941	165,450	87,960
(ii) Cash and cash equivalents	11(a)	6,138,867	1,493,442	2,417,438
(iii) Bank balances other than (ii) above	11(b)	-	-	-
(iv) Loans		-	-	-
(v) Other financial assets	12	970,651	928,729	2,300,418
Other current assets		-	-	-
<b>Total Current Assets</b>		<b>7,684,491</b>	<b>2,937,071</b>	<b>5,980,057</b>
<b>Total Assets</b>		<b>151,429,345</b>	<b>232,518,280</b>	<b>150,078,990</b>
<b>II. EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
a) Equity Share Capital	13	105,000,000	105,000,000	105,000,000
b) Other Equity	14	43,370,306	40,323,008	40,263,173
<b>Total Equity</b>		<b>148,370,306</b>	<b>145,323,008</b>	<b>145,263,173</b>
<b>Non-current liabilities</b>				
Financial Liabilities				
(i) Deposits		-	-	-
(ii) Borrowings	15	-	84,000,000	-
Provisions		-	-	-
Deferred tax liabilities (Net)	16	292,842	307,668	302,855
<b>Total non-current liabilities</b>		<b>292,842</b>	<b>84,307,668</b>	<b>302,855</b>
<b>Current liabilities</b>				
Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Trade payables	17	1,289,807	1,669,817	3,061,514
(iii) Other financial liabilities		-	-	-
Other current liabilities	18	198,204	415,841	-
Provisions	19	1,278,185	801,946	1,451,447
Current tax liability (net)		-	-	-
<b>Total current liabilities</b>		<b>2,766,196</b>	<b>2,887,604</b>	<b>4,512,961</b>
<b>Total Liabilities</b>		<b>3,059,038</b>	<b>87,195,272</b>	<b>4,815,816</b>
<b>Total Equity and Liabilities</b>		<b>151,429,345</b>	<b>232,518,280</b>	<b>150,078,990</b>

Significant accounting policies

1-3

The accompanying notes form an integral part of the standalone Ind AS financial statements as per our report of even date attached

For Kriplani Milani & Co.  
Chartered Accountants

(Bharat R. Kriplani)  
Partner  
Membership No. 134969

For and on behalf of the Board of Directors

Dr. Nishita Sheth      Mr. Pritesh Doshi  
Managing Director      Director  
Din: 02190381      Din:05155318

Mr. Prashant R. Vikram      Rupali Verma  
Chief Financial Officer      Company Secretary

Mumbai; Dated: 30th May 2018

Mumbai; Dated: 30th May 2018

**LOOKS HEALTH SERVICES LIMITED**  
**L93030MH2011PLC222636**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2018**

	Particulars	Note No.	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
I	Revenue from operations	20	15,332,725	17,555,621
II	Other income	21	6,148,127	6,425,310
III	<b>Total Revenue</b>		<b>21,480,852</b>	<b>23,980,932</b>
IV	<b>Expenses</b>			
	Purchase of Goods & Services		2,084,046	1,787,232
	Changes in inventories of finished goods/traded goods and work-in-	22	(65,582)	824,792
	Operating Expenses	23	2,272,605	3,977,416
	Employee benefits expense	24	8,084,502	6,250,149
	Finance costs	25	80,665	68,271
	Depreciation and amortisation expense	26	2,072,161	3,488,638
	Other expenses	27	3,919,982	7,513,124
	<b>Total expenses</b>		<b>18,448,380</b>	<b>23,909,621</b>
V	<b>Profit before exceptional item and tax</b>		<b>3,032,472</b>	<b>71,311</b>
VI	<b>Exceptional item</b>			
	Profit on sale of property, plant and equipment		-	-
VII	<b>Profit before tax</b>		<b>3,032,472</b>	<b>71,311</b>
VIII	<b>Income tax expense:</b>			
	Current tax		-	-
	Deferred tax		14,826	(4,812)
	Prior year tax adjustments (net)		-	-6,664
			<b>14,826</b>	<b>-11,476</b>
IX	<b>Profit for the year</b>		<b>3,047,298</b>	<b>59,836</b>
X	<b>Other comprehensive income/(Loss)</b>			
	<b>Items that will not be reclassified to statement of profit and loss</b>			
	Remeasurement of defined employee benefit plans		-	-
	Fair value changes on Equity Instruments carried at fair value through OCI;		-	-
	Tax impact of items that will not be reclassified to statement of profit and loss		-	-
	<b>Total comprehensive income for the year</b>		<b>3,047,298</b>	<b>59,836</b>
	<b>Earnings per equity share</b>			
	(1) Basic		0.29	0.01
	(2) Diluted		0.29	0.01
	Nominal value of equity shares		10	10

Significant accounting policies

1-3

The accompanying notes form an integral part of the standalone Ind AS financial statements as per our report of even date attached

**For Kriplani Milani & Co.**  
**Chartered Accountants**

**(Bharat R. Kriplani)**  
**Partner**  
**Membership No. 134969**

Mumbai; Dated: 30th May 2018

**For and on behalf of the Board of Directors**

**Dr. Nishita Sheth**                      **Mr. Pritesh Doshi**  
**Managing Director**                      **Director**  
**Din: 02190381**                              **Din:05155318**

**Mr. Prashant R. Vikram**                      **Rupali Verma**  
**Chief Financial Officer**                      **Company Secretary**

Mumbai; Dated: 30th May 2018

**LOOKS HEALTH SERVICES LIMITED**  
**L93030MH2011PLC222636**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2018**

Particulars	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
<b>Cash flow from/(used in) operating activities</b>		
Profit before tax	3,032,472	71,311
<b>Adjustment for:</b>		
Exception item	-	-
Interest expense	80,665	68,271
Interest income on deposits and dividend income	(5,372,277)	(5,522,790)
Interest on income tax	-	-
Depreciation and amortization	2,072,161	3,488,638
Unrealised exchange difference (net)	-	-
(Profit)/Loss from sale of Property, plant and equipment	-	-
Trade receivables / advances written off	-	-
Creditor written back	-	-
Fair value on change of equity instruments	-	-
Remeasurement of defined employee benefit plans	-	-
<b>Operating profit before working capital changes</b>	(186,978)	(1,894,570)
<b>Movement in working capital:</b>		
(Increase)/decrease in trade receivables	5,509	(77,490)
(Increase)/decrease in inventories	(65,581)	824,791
(Increase)/decrease in loans	-	-
(Increase)/decrease in other financial Assets	(41,922)	257,488
(Increase)/decrease in other Current Assets	-	-
Increase/(decrease) in trade payables	(380,010)	(1,391,697)
Increase/(decrease) in other current liability	(217,637)	73,558
Increase/(decrease) in provision	476,239	(307,219)
<b>Cash generated/(used) in operations</b>	(410,380)	(2,515,139)
Income taxes paid	-	(6,664)
<b>Net Cash flow from operating activities</b>	(410,380)	(2,521,802)
	(A)	
<b>Cash flow from/(used) investing activities</b>		
Payments Property, plant and equipment	(1,148,236)	(810,000)
Interest received	5,372,277	5,522,790
Proceeds from sale of Property, plant and equipment	-	-
Proceeds from sale of Biological Assets	-	-
(Increase)/decrease in Deposit	-	-
(Increase)/decrease in fixed deposit with bank	-	-
(Increase)/decrease in Investment	5,180,000	-
<b>Cash generated/(used) in investing activities</b>	9,404,041	4,712,790
	(B)	
<b>Cash flow from/(used) in financing activities</b>		
Proceed / (repayment) of borrowings (net)	(4,267,570)	(3,046,711)
Proceeds from issue of share capital	-	-
Share premium from issue of equity shares	-	-
Unclaimed dividend paid on equity share	-	-
Interest paid	(80,665)	(68,271)
<b>Cash generated/(used) in financing activities</b>	(4,348,235)	(3,114,981)
	(C)	
<b>Net increase/(decrease) in cash and cash equivalents</b>	4,645,426	(923,994)
	(A+B+C)	
Cash and cash equivalent at beginning of year	1,493,444	2,417,438
Unrealised exchange difference	-	-
Total Cash and cash equivalent at beginning of year	1,493,444	2,417,438
Cash and cash equivalent at end of year	6,138,870	1,493,444
Unrealised exchange difference at year end	-	-
Total Cash and cash equivalent at end of year	6,138,870	1,493,444
<b>Net increase/(decrease) as disclosed above</b>	4,645,426	(923,994)
	-	-

Significant accounting policies

1-3

The accompanying notes form an integral part of the standalone Ind AS financial statements as per our report of even date attached

**For Kriplani Milani & Co.**  
**Chartered Accountants**

(Bharat R. Kriplani)  
Partner  
Membership No. 134969

Mumbai; Dated: 30th May 2018

**For and on behalf of the Board of Directors**

Dr. Nishita Sheth  
Managing Director  
Din: 02190381

Mr. Pritesh Doshi  
Director  
Din:05155318

Mr. Prashant R. Vikram  
Chief Financial Officer

Rupali Verma  
Company Secretary

Mumbai; Dated: 30th May 2018



## LOOKS HEALTH SERVICES LIMITED

L93030MH2011PLC222636

## 1-3 Notes to the Standalone Financial Statements for the year ended 31 March 2018

**1 Basis of preparation of financial statements**

These financial statements, for the year ended 31 March 2018 and 31 March 2017 are prepared in accordance with Ind AS. For periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read with relevant rules issued thereunder.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on 31 March 2018, together with the comparative period data as at and for the year ended 31 March 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, the date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

**2.01 Functional and presentation currency**

Items included in the financial statements of Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian rupee is the functional currency of the Company.

**3.01 First-time adoption of Ind AS**

Ind AS 101 requires that all Ind AS effective for the first Ind AS financial statements, be applied consistently and retrospectively for all fiscal years presented. However, this standard has some exception and exemption to this general requirement in specific cases. The application of relevant exception and exemption are:

**Exceptions to retrospective application of other Ind AS**

- (a) **Estimates:** An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is an objective evidence that those estimates were in error.
- (b) **Ind AS 109-Financial Instruments (Derecognition of previously recognised financial assets / financial liabilities):** An entity shall apply the derecognition requirements in Ind AS 109 in financial instruments prospectively for transactions occurring on or after the date of transition. The Company has applied the derecognition requirements prospectively.
- (c) **Ind AS 109-Financial Instruments (Classification and measurement financial assets):** Classification and measurement shall be made on the basis of facts and circumstances that exist at the date of transition to Ind AS. The Company has evaluated the facts and circumstances existing on the date of transition to Ind AS for the purpose of classification and measurement of financial assets and accordingly has classified and measured the financial assets on the date of transition.

**3.02 Exemptions from retrospective application of Ind AS**

- (a) **Ind AS 40 Investment Property:** If there is no change in the functional currency an entity may elect to continue with the carrying value for all of its investment property as recognised in its Indian GAAP financial statements as deemed cost at the date of transition.
- (b) **Ind AS 27 Separate financial statements:** An entity is required to account for its investments in subsidiaries, joint ventures and associates either:
  - (a) at cost; or
  - (b) in accordance with Ind AS 109. Such cost shall be cost as per Ind AS 27 or deemed cost. The deemed cost of such an investment shall be its fair value on the date of transition to Ind AS or Previous GAAP carrying amount at that date. The Company has elected to measure its investment in Associates at deemed cost i.e. cost as on 1st Apr'2016.
- (b) **Ind AS 17 Leases:** An entity shall determine based on facts and circumstances existing at the date of transition to Ind AS whether an arrangement contains a Lease and when a lease includes both land and building elements, an entity shall assess the operating lease. The Company has used this exemption and assessed all arrangements based on conditions existing as
- (c) **Ind AS 109-Financial Instruments:** Ind AS 109 permits an entity to designate a financial liabilities and financial assets (meeting certain criteria) at fair value through profit or loss. A financial liability and financial asset shall be designated at fair value through profit or loss, on the basis of facts and circumstances that exist at the date of transition.

### 3.03 Use of estimates

The preparation of financial statements in conformity of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expenses during the period. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in future periods which are affected.

Application of accounting policies that require critical accounting estimates and assumption having the most significant effect on the amounts recognised in the financial statements are:

- Valuation of financial instruments
- Valuation of derivative financial instruments
- Useful life of property, plant and equipment
- Useful life of investment property
- Provisions
- Recoverability of trade receivables

### Summary of significant accounting policies

#### 3.04 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 it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### 3.05 Fair value measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions.

Financial instruments (including those carried at amortised cost).

### 3.06 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

#### Revenue from sale of goods

Revenue from domestic sales is recognised when goods are delivered to the customer and the title of goods passes to the customers.

#### Revenue from Services

Revenue from Services are recognised on completion basis upon rendering of Services to Clients.

#### Interest and dividend income

The interest and dividends are recognised only when no uncertainty as to measurability or collectability exists. Interest on fixed deposits is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

### 3.07 Inventories:

Cost of inventories includes cost of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Inventories are valued at the lower of cost (on FIFO basis) and the net realisable value after providing for obsolescence and other losses, where considered necessary.

### 3.08 Foreign currency transactions and translation

- i) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated in functional currency at closing rates of exchange at the reporting date.
- ii) Exchange differences arising on settlement or translation of monetary items recognised in statement of profit and loss.

### 3.09 Taxes

#### Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

#### Deferred tax

Deferred tax is provided in full using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### 3.10 a) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

#### Subsequent Cost

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognised and charged to the statement of Profit and Loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in the Statement of Profit and Loss.

#### b) Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment loss. The system software which is expected to provide future enduring benefits is capitalised. The capitalised cost includes license fees and cost of implementation/system integration.

#### Depreciation and amortisation

The depreciation on tangible assets is provided at the rates and in manner prescribed under Part C of Schedule II to the Companies Act 2013.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

#### Derecognition of assets

An item of property plant & equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

### 3.11 Investment property

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment properties measured initially at cost including related transitions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintainance costs are expensed when incurred. When part of an investment property is incurred the carrying amount of replaced part is derecognised.

Investment properties other than land are depreciated using SLM method over the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 i.e. 60 years for office premises. Investment properties include:

(i) Office premises.

### 3.12 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**3.13 Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The contingent liability is not recognised in books of account but its existence is disclosed in financial statements.

**3.14 Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**3.15 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**3.16 Financial instruments****Initial recognition**

The company recognise the financial asset and financial liabilities when it becomes a party to the contractual provisions of the instruments. All the financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of financial asset and financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.

**Subsequent measurement****(A) Non derivative financial instruments****(i) Financial Assets at amortised cost**

A financial assets is measured at the amortised cost if both the following conditions are met :

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.

**(ii) Financial Assets at Fair Value through Profit or Loss/Other comprehensive income**

Instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

**(iii) Financial liabilities**

The measurement of financial liabilities depends on their classification, as described below:

**(a) Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. However, the Company has borrowings at floating rates. Considering the impact of restatement of Effective interest rate, transaction cost is being amortised over the tenure of loan and borrowing.

**(b) Trade & other payables**

After initial recognition, trade and other payables maturing within one year from the Balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**(B) Derivative financial instruments**

The company holds derivatives financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Company has taken all the forward contract from the bank.

**The company have derivative financial assets/financial liabilities which are not designated as hedges;**

Derivatives not designated are initially recognised at the fair value and attributable transaction cost are recognised in statement of profit and loss, when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit and loss. Asset/Liabilities in this category are presented as current asset/current liabilities.

***Derecognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**3.17 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

**3.18 Lease**

Operating lease:

Lease of assets under which all the risk and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments / revenue under operating leases are recognised as an expense / income on accrual basis in accordance with the respective lease agreements. Company has not entered into any lease agreements during the year under review.

**3.19 Earnings per share**

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 4 Property, Plant and Equipment

Particulars	Tangible Assets							Total (Rs.)
	AC (Rs.)	Furniture and fixtures (Rs.)	Medical Equipment (Rs.)	Computer & Accessories (Rs.)	Electrical Equipment (Rs.)	Vehicle (Rs.)	Computer Software (Rs.)	
<b>Gross Block (At cost)</b>								
As at 01 April 2016	998,184	3,352,560	23,243,106	976,252	1,463,377	18,000	187,715	30,239,194
Additions	52,000	175,000	388,000	-	195,000	-	-	810,000
Deductions/ Adjustments Regrouping	-	-	-	-	-	-	-	-
<b>As at 31 March 2017</b>	<b>1,050,184</b>	<b>3,527,560</b>	<b>23,631,106</b>	<b>976,252</b>	<b>1,658,377</b>	<b>18,000</b>	<b>187,715</b>	<b>31,049,194</b>
Additions	-	157,736	990,500	-	-	-	-	1,148,236
Deductions/ Adjustments	-	-	-	-	-	-	-	-
<b>As at 31 March 2018</b>	<b>1,050,184</b>	<b>3,685,296</b>	<b>24,621,606</b>	<b>976,252</b>	<b>1,658,377</b>	<b>18,000</b>	<b>187,715</b>	<b>32,197,430</b>
<b>Depreciation/amortisation</b>								
As at 01 April 2016	691,591	1,500,460	8,010,254	958,351	1,057,701	8,001	169,275	12,395,633
For the year	227,256	292,289	1,492,571	15,593	335,198	1,528	10,002	2,374,437
Deductions/ Adjustments	-	-	-	-	-	-	-	-
<b>As at 31 March 2017</b>	<b>918,847</b>	<b>1,792,749</b>	<b>9,502,825</b>	<b>973,944</b>	<b>1,392,899</b>	<b>9,529</b>	<b>179,277</b>	<b>14,770,070</b>
For the year	95,508	307,485	1,533,642	1,216	124,340	1,532	8,438	2,072,161
Deductions/ Adjustments	-	-	-	-	-	-	-	-
<b>As at 31 March 2018</b>	<b>1,014,355</b>	<b>2,100,234</b>	<b>11,036,467</b>	<b>975,160</b>	<b>1,517,239</b>	<b>11,061</b>	<b>187,715</b>	<b>16,842,231</b>
Net Block								
At 01 April 2016	306,593	1,852,100	15,232,852	17,901	405,676	9,999	18,440	17,843,560
At 31 March 2017	131,337	1,734,811	14,128,281	2,308	265,478	8,471	8,438	16,279,124
<b>At 31 March 2018</b>	<b>35,829</b>	<b>1,585,062</b>	<b>13,585,139</b>	<b>1,092</b>	<b>141,138</b>	<b>6,939</b>	<b>-</b>	<b>15,355,199</b>

## Note :

1 The Company used carrying amount as per previous GAAP as on 1 April 2016 in its opening Ind AS statement of financial position as deemed cost for an item of property, plant and equipment. Following are the disclosure with regard to its gross block value, accumulated depreciation and net block value as per previous GAAP.

Particulars	1 April 2016	
	Original Cost	Net Block
Air Condition	998,184	306,593
Furniture and fixtures	3,352,560	1,852,100
Medical Equipment	23,243,106	15,232,851
Computer And accessories	976,252	17,901
Electrical Equipment	1,463,377	405,676
Two Wheeler	18,000	9,999
Software	187,715	18,440
	<b>30,239,194</b>	<b>17,843,560</b>

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 5 Non Current Investments:

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
<b>Investments in Venture Fund</b>			
<b>Other Investments - Quoted - measured at Fair Value through Other Comprehensive Income</b>			
Next Orbit venture Fund	-	5,180,000	5,180,000
<b>Total</b>	-	<b>5,180,000</b>	<b>5,180,000</b>

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
Aggregate amount of quoted investments	-	-	-
Aggregate amount of unquoted investments	-	5,180,000	5,180,000
Market value of quoted investments	-	5,180,000	5,180,000
Aggregate provision for diminution in value of investments	-	-	-



## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 6 Loans and Advances

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 31 March 2016 (Rs.)
Loans to - Related Parties	-	-	-
Other Loans	90,398,629	170,035,347	82,959,415
<b>Total</b>	<b>90,398,629</b>	<b>170,035,347</b>	<b>82,959,415</b>

## 7 Other Financial Assets

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 31 March 2016 (Rs.)
Intercorporate Deposits (ICD's)	36,035,958	36,035,958	36,035,958
Office Deposits	1,929,288	2,025,000	2,055,000
Vat Deposit	25,000	25,000	25,000
Other Deposits	780	780	-
<b>Total</b>	<b>37,991,026</b>	<b>38,086,738</b>	<b>38,115,958</b>

## 8 Other Non- Current Assets

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 31 March 2016 (Rs.)
	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

## 9 Inventories

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 31 March 2016 (Rs.)
Finished Products	415,032	349,450	1,174,242
<b>Total</b>	<b>415,032</b>	<b>349,450</b>	<b>1,174,242</b>

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 10 Trade Receivables

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 31 March 2016 (Rs.)
(Unsecured, considered good)			
Debts outstanding for a year exceeding six months from the date they are due for payment	-	-	-
Others debts	159,941	165,450	87,960
(Unsecured, considered doubtful)			
Debts outstanding for a year exceeding six months from the date they are due for payment	-	-	-
Others debts	-	-	-
<b>Total</b>	<b>159,941</b>	<b>165,450</b>	<b>87,960</b>

## 11(a) Cash and Cash Equivalents

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 31 March 2016 (Rs.)
Balances with banks	6,091,977	1,156,879	1,894,443
Cash on hand	46,891	336,563	522,995
<b>Total</b>	<b>6,138,867</b>	<b>1,493,442</b>	<b>2,417,438</b>
Other bank balances:			
Bank deposits with original maturity less than three months	-	-	-
<b>Total</b>	<b>6,138,867</b>	<b>1,493,442</b>	<b>2,417,438</b>

## 11(b) Bank balances other than (a) above

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 31 March 2016 (Rs.)
In fixed deposits			
Deposits with original maturity of more than three months but less than twelve months	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 12 Others Financial Assets

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 31 March 2016 (Rs.)
<b>Unsecured, Considered good</b>			
MAT AY 201819	227,640	-	-
TDS AY 201819	532,921	-	-
TDS AY 201718	210,090	549,506	-
TDS AY 201617	-	379,223	716,786
TDS AY 201213	-	-	286,839
TDS AY 201314	-	-	280,175
Prepaid Expenses	-	-	7,473
Input VAT	-	-	35,338
Excess TDS Paid	-	-	9,606
Public Issue Expenditure	-	-	964,201
<b>Total</b>	<b>970,651</b>	<b>928,729</b>	<b>2,300,418</b>

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 13 Equity Share Capital

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
<b>Authorised:</b> 120,00,000 (as at 31 March 2017: 120,00,000); as at 1 April 2016: 120,00,000) Equity shares of 10 each	20,000,000	20,000,000	20,000,000
<b>Issued, subscribed and paid up:</b> 105,00,000 (as at 31 March 2017: 105,00,000; as at 1 April 2016: 105,00,000) Fifty shares of Rs.10 each fully paid up	105,000,000	105,000,000	105,000,000
<b>Total Equity</b>	<b>105,000,000</b>	<b>105,000,000</b>	<b>105,000,000</b>

## a) Details of reconciliation of the number of shares outstanding:

Particulars	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	Rs.	No. of shares	Rs.	No. of shares	Rs.
<b>Equity Shares:</b>						
Shares outstanding at the beginning of the year	10,500,000	105,000,000	10,500,000	105,000,000	6,000,000	60,000,000
Add: Bonus shares issued during the year	-	-	-	-	4,500,000	45,000,000
Less: Shares bought back during the year	-	-	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>10,500,000</b>	<b>105,000,000</b>	<b>10,500,000</b>	<b>105,000,000</b>	<b>10,500,000</b>	<b>105,000,000</b>

## b) Terms/ rights attached to equity shares

The Company has only one class of equity shares. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## c) Details of the shares held by holding company:

Name of Shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
Equity Shares :						

## d) Details of shares in the company held by each shareholder holding more than 5 percent:

Name of Shareholder	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	% of Holding	No. of shares	% of Holding	No. of shares	% of Holding
MAXGAINZ FINSERVE PVT LTD	2,100,000	20.00%	2,100,000	20.00%	2,100,000	20.00%
HITESH KUMAR JAIN	533,400	5.08%	533,400	5.08%	533,400	5.08%

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**

The Company has neither issued any shares for consideration other than cash or as bonus shares nor any shares issued had been bought back by the Company during the last five years.

e)

## 14 Other Equity

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
<b>Equity instruments through other comprehensive income</b>			
Balance as per last financial statement	-	-	-
Addition during the year (net of tax)	-	-	-
Transfer to retained earning realised (gain)/Loss	-	-	-
<b>Closing balances</b>	-	0	-
<b>Retained earning</b>			
Balance as at beginning of the year	-4,676,992	-4,736,827	-5,597,667
Profit for the year	3,047,298	59,836	860,840
Prior year tax adjustments	-	-	-
Other adjustments	-	-	-
Remeasurements of the net defined benefit plans (net of tax) - OCI	-	-	-
<b>Total retained earning</b>	-1,629,693	-4,676,992	-4,736,827
<b>Securities premium account</b>	45,000,000	45,000,000	45,000,000
	45,000,000	45,000,000	45,000,000
<b>Capital Reserve</b>	-	-	-
	-	-	-
<b>Other reserves</b>	-	-	-
	-	-	-
<b>General reserves</b>	-	-	-
	-	-	-
<b>Total</b>	<b>43,370,306</b>	<b>40,323,008</b>	<b>40,263,173</b>

**LOOKS HEALTH SERVICES LIMITED**  
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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**

**15 Borrowings (non current)**

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
Unsecured - Inter Corporate Deposits (ICD's)	-	84,000,000	-
<b>Total</b>	-	84,000,000	-

**16 Deferred tax liabilities (Net)**

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
<b>Deferred tax liabilities</b>			
Deferred tax liabilities	<b>292,842</b>	307,668	302,855
	292,842	307,668	302,855
	-	-	-
<b>Total</b>	<b>292,842</b>	307,668	302,855

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 17 Trade Payables

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
<b>Financial Liabilities at amortised cost</b>			
Trade payables	1,289,807	1,669,817	3,061,514
<b>Total</b>	<b>1,289,807</b>	<b>1,669,817</b>	<b>3,061,514</b>

The Company has not received any information from its suppliers regarding their registration under the 'Micro, Small and Medium Enterprises Development Act, 2006'. Hence, interest if, any payable as required under Act has not been provided and the information required to be given in accordance with Section 22 of the said Act, is not ascertainable and hence, not disclosed.

## 18 Other Current Liabilities

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
PT Payable	75,097	60,447	-
Service Tax Payable	-	152,740	-
TDS Payable	130,378	151,255	-
VAT Payable	-	51,399	-
Equalisation Levy payable	18,131	-	-
GST Payable	-25,402	-	-
<b>Total</b>	<b>198,204</b>	<b>415,841</b>	<b>-</b>

## 19 Provisions

Particulars	As at 31 March 2018 (Rs.)	As at 31 March 2017 (Rs.)	As at 1 April 2016 (Rs.)
Audit Fees Payable	69,750	65,850	66,258
Directors Remuneration Payable	27,000	27,000	27,000
Staff Salary Payable	904,050	659,351	598,527
Income Tax Provision	277,385	49,745	355,000
Other Exp. payable	-	-	404,662
<b>Total</b>	<b>1,278,185</b>	<b>801,946</b>	<b>1,451,447</b>

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 20 Revenue From Operations

Particulars	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
<b>Sales -</b>		
Sales of Medicines	3,448,270	3,688,838
Sales of Services	11,884,455	13,866,783
<b>Total</b>	<b>15,332,725</b>	<b>17,555,621</b>

## 21 Other Income

Particulars	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
<b>Interest income:</b>		
On fixed deposit with banks		
On Loan	3,114,873	3,394,163
On Intercompany Deposits	2,214,343	2,100,895
On IT Refund	43,061	27,732
<b>Others:</b>		
Sundry Written Off	454,900	902,402
Discount received	950	-581
Long term Capital gains	320,000	-
Miscellaneous income	-	699
<b>Total</b>	<b>6,148,127</b>	<b>6,425,310</b>



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**22 Changes In Inventories of Finished Goods and Work-In-Progress**

Particulars	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
<b>a) Changes in inventories of finished goods</b>		
Opening stock of finished goods	349,450	1,174,242
Less: Closing stock of finished goods	415,032	349,450
<b>Total (a)</b>	<b>(65,582)</b>	<b>824,792</b>
<b>b) Changes in work in progress</b>		
Opening stock of work in progress	-	-
Less: Closing stock of work in progress	-	-
<b>Total (b)</b>	<b>-</b>	<b>-</b>
<b>Total (a+b)</b>	<b>(65,582)</b>	<b>824,792</b>

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 23 Operating expenses

Particulars	Current Year 2017-18	Previous Year 2016-17
Purchase of service	366,022	524,125
Rent, Rates & Taxes	1,035,300	1,264,861
Share Connectivity Exp	-	156,757
Telephone Exp.	-	114,945
Web Designing Charges	-	11,210
Annual Listing Fees	-	248,729
Postage & Courier	-	225
Conveyance Fees	-	16,952
Printing & Stationery	-	114,857
Auditors Fee For Audit	-	34,500
Office Expenses	-	236,047
Clinic Expenses	706,914	821,378
Professional Fees	-	65,000
Service Tax	-	7,831
Directors' remuneration	-	360,000
Staff Welfare	164,369	-
<b>Total</b>	<b>2,272,605</b>	<b>3,977,416</b>

## 24 Employee Benefits Expense

Particulars	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
Salaries, wages, bonus, commission and allowances	7,724,502	6,001,335
Directors' remuneration	360000	-
Staff welfare expenses	-	248,814
<b>Total</b>	<b>8,084,502</b>	<b>6,250,149</b>

## 25 Finance Costs

Particulars	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
Interest expenses on Others	80,665	68,271
Other borrowing costs	-	-
<b>Total</b>	<b>80,665</b>	<b>68,271</b>

## 26 Ammotization Exp

Particulars	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
Deffered Revenue Exp written off	-	150,000
Depreciation	2,072,161	2,374,437
Public Issue Exp Writeoff	-	964,201
<b>Total</b>	<b>2,072,161</b>	<b>3,488,638</b>

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 27 Other Expenses

Particulars	Current Year 2017-18 (Rs.)	Previous Year 2016-17 (Rs.)
Advertisement	2,421,611	3,948,465
Incentive	95,225	-
Travelling Exp	147,864	349,362
Bad Debts	-	2,444,501
Electricity Expenses	353,077	263,294
Society Maintenance	105,973	207,096
Telephone Exp.	50,714	-
Share Connectivity Exp	122,660	-
Annual Listing Fees	287,500	-
Postage & Courier	70	-
Conveyance Fees	2,824	-
Printing & Stationery	7,636	-
Auditors Fee For Audit	30,000	-
Office Expenses	39,061	-
Labour Charges	33,000	-
Refund Last Year	20,000	-
Roc Filing Expenses	17,700	-
Interest & Late Fees Charges	6,439	26,912
Insurance Charges	9,861	8,756
Transportation Charges	9,573	20,000
Sundry Written Off	6,600	-
Round Off	303	4
Discount allowed	17	-
Property Taxes	-	43,125
Transplant Machine	-	10,000
Legal Exp	-	35,000
Business Promotion	-	43,216
Advocate Fees	30,000	-
Professional fees	118,500	-
SBC Exp	3,775	-
TDS Earlier Years	-	56,202
VAT Earlier Years	-	52,191
Sundry Exp	-	5,000
<b>Total</b>	<b>3,919,982</b>	<b>7,513,124</b>

## LOOKS HEALTH SERVICES LIMITED

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

## 28 Contingent liability

<u>Particulars</u>	<u>As at</u> <u>31 March 2018</u> <u>(Rs.)</u>	<u>As at</u> <u>31 March 2017</u> <u>(Rs.)</u>	<u>As at</u> <u>1 April 2016</u> <u>(Rs.)</u>
Disputed Claim	-	-	-
Bank guarantee given by bank on behalf of the company	-	-	-
Disputed Service tax liabilities	-	-	-
Disputed Custom liability	-	-	-
Disputed Income tax liabilities	-	-	-

## 29 Employee benefit obligations

Since Company does not have minimum no. of employees required to mandatorily attract Employee Benefit regulations, Company has not provided for the same.

## 30 Segmental Information

In accordance with IND AS 108 "Operating segment" - The Company used to present the segment information identified on the basis of internal report used by the Company to allocate resources to the segment and assess their performance. The Board of Directors of the Company is collectively the Chief Operating Decision Maker (CODM) of the Company.

The chief operating decision maker monitors the operating results of its segment separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated on the basis on profit and loss.

**Summary of the segment Information as follows:**

<u>Particulars</u>	<u>As at</u> <u>31 March 2018</u> <u>(Rs.)</u>	<u>As at</u> <u>31 March 2017</u> <u>(Rs.)</u>
Segment revenue		
Sales and income from operations		
Within India	21,480,852	23,980,932
Outside India	-	-
<b>Total</b>	<b>21,480,852</b>	<b>23,980,932</b>
<b><u>Carrying amount of assets by geographical location of assets</u></b>		
Segment assets		
Within India	151,429,345	232,518,280
Outside India	-	-
<b>Total</b>	<b>151,429,345</b>	<b>232,518,280</b>
<b><u>Additions to fixed assets (including intangible assets and capital work in progress) -</u></b>		
Within India	-	-
Outside India	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 31 Financial Instruments

Financial instrument by category

## The carrying value and fair value of financial instrument by categories as of 31 March 2018 were as follows

<u>Particulars</u>	<u>At amortised cost</u>	<u>At fair value through profit and loss</u>	<u>At fair value through OCI</u>	<u>Total Carrying value</u>	<u>Total fair value</u>
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>Assets:</b>					
Cash and cash equivalents	6,138,867	-	-	6,138,867	6,138,867
Other bank balance	-	-	-	-	-
Trade receivables	159,941	-	-	159,941	159,941
Other financial assets	37,991,026	-	-	37,991,026	37,991,026
Loans	-	-	-	-	-
Investments	-	-	-	-	-
	<b>44,289,835</b>	-	-	<b>44,289,835</b>	<b>44,289,835</b>
<b>Liabilities:</b>					
Short term borrowing	-	-	-	-	-
Trade and other payables	1,289,807	-	-	1,289,807	1,289,807
Other financial liabilities	-	-	-	-	-
	<b>1,289,807</b>	-	-	<b>1,289,807</b>	<b>1,289,807</b>

## The carrying value and fair value of financial instrument by categories as of March 31, 2017 were as follows

<u>Particulars</u>	<u>At amortised cost</u>	<u>At fair value through profit and loss</u>	<u>At fair value through OCI</u>	<u>Total Carrying value</u>	<u>Total fair value</u>
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>Assets:</b>					
Cash and cash equivalents	1,493,442	-	-	1,493,442	1,493,442
Other bank balance	-	-	-	-	-
Trade receivables	165,450	-	-	165,450	165,450
Other financial assets	38,086,738	-	-	38,086,738	38,086,738
Loans	-	-	-	-	-
Investments	5,180,000	-	-	5,180,000	5,180,000
	<b>44,925,630</b>	-	-	<b>44,925,630</b>	<b>44,925,630</b>
<b>Liabilities:</b>					
Short term borrowing	-	-	-	-	-
Trade and other payables	1,669,817	-	-	1,669,817	1,669,817
Other financial liabilities	1,217,787	-	-	1,217,787	1,217,787
	<b>2,887,604</b>	-	-	<b>2,887,604</b>	<b>2,887,604</b>

## The carrying value and fair value of financial instrument by categories as of April 1, 2016 were as follows

<u>Particulars</u>	<u>At amortised cost</u>	<u>At fair value through profit and loss</u>	<u>At fair value through OCI</u>	<u>Total Carrying value</u>	<u>Total fair value</u>
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>Assets:</b>					
Cash and cash equivalents	2,417,438	-	-	2,417,438	2,417,438
Other bank balance	-	-	-	-	-
Trade receivables	87,960	-	-	87,960	87,960
Other financial assets	2,300,418	-	-	2,300,418	2,300,418
Loans	-	-	-	-	-
Investments	5,180,000	-	-	5,180,000	5,180,000
	<b>9,985,815</b>	-	-	<b>9,985,815</b>	<b>9,985,815</b>
<b>Liabilities:</b>					
Short term borrowing	-	-	-	-	-
Trade and other payables	3,061,514	-	-	3,061,514	3,061,514
Other financial liabilities	1,451,447	-	-	1,451,447	1,451,447
	<b>4,512,961</b>	-	-	<b>4,512,961</b>	<b>4,512,961</b>

**32 Fair value hierarchy**

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2018:

<u>Particulars</u>	<u>As at</u> <u>31 March 2018</u> <u>(Rs.)</u>	<u>Fair value measurement at end of the reporting</u> <u>year using</u>		
		<u>Level I (Rs.)</u>	<u>Level 2 (Rs.)</u>	<u>Level 3 (Rs.)</u>
Assets /Liabilities measured at fair value				
Financial Assets:				
Non current investments	-	-	-	-
Forward contract receivable	-	-	-	-
Financial Liabilities:				
Forward contract payable	-	-	-	-
Security deposits	-	-	-	-

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2017:

<u>Particulars</u>	<u>As at</u> <u>31 March 2017</u> <u>(Rs.)</u>	<u>Fair value measurement at end of the reporting</u> <u>year using</u>		
		<u>Level I (Rs.)</u>	<u>Level 2 (Rs.)</u>	<u>Level 3 (Rs.)</u>
Assets /Liabilities measured at fair value				
Financial Assets:				
Non current investments	5,180,000	-	-	5,180,000
Forward contract receivable	-	-	-	-
Financial Liabilities:				
Forward contract payable	-	-	-	-
Security deposits	-	-	-	-

recurring basis as of 1 April 2016:

<u>Particulars</u>	<u>As at</u> <u>1 April 2016</u> <u>(Rs.)</u>	<u>Fair value measurement at end of the reporting</u> <u>year using</u>		
		<u>Level I (Rs.)</u>	<u>Level 2 (Rs.)</u>	<u>Level 3 (Rs.)</u>
Assets /Liabilities measured at fair value				
Financial Assets:				
Non current investments	5,180,000	-	-	5,180,000
Forward contract receivable	-	-	-	-
Financial Liabilities:				
Forward contract payable	-	-	-	-
Security deposits	-	-	-	-

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

The management assessed that cash and cash equivalents, Trade receivable and other financial asset, trade payables and other financial liabilities approximate their carrying amount largely due to short term maturity of these instruments.

### 33 Financial risk management objectives and policies

The risk management policies of the Company are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Management has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

#### Carrying amount of financial assets and liabilities:

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

<u>Particulars</u>	<u>As at</u> <u>31 March 18</u> <u>(Rs.)</u>	<u>As at</u> <u>31 March 17</u> <u>(Rs.)</u>	<u>As at</u> <u>1 April 16</u> <u>(Rs.)</u>
<b>Financial assets -</b>			
Non current investment	-	5,180,000	5,180,000
Cash and cash equivalent	6,138,867	1,493,442	2,417,438
Bank balances other than above	-	-	-
Trade receivables	159,941	165,450	87,960
Loans	90,398,629	170,035,347	82,959,415
Other financial assets	37,991,026	38,086,738	38,115,958
At end of the year	134,688,464	214,960,977	128,760,771
<b>Financial liabilities -</b>			
Borrowings	-	84,000,000	-
Trade payables	1,289,807	1,669,817	3,061,514
Security deposits	-	-	-
Other financial liabilities	1,769,231	1,525,455	1,754,302
At end of the year	3,059,038	87,195,272	4,815,816

#### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and derivative financial instruments.

**Credit risk on financial assets**

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner consist principally of cash balances with banks, cash equivalents and receivables, and other financial assets. The maximum exposure to credit risk is: the total of the fair value of the financial instruments and the full amount of any loan payable commitment at the end of the reporting year. Credit risk on cash balances with banks is limited because the counterparties are entities with acceptable credit ratings. Credit risk on other financial assets is limited because the other parties are entities with acceptable credit ratings.

As disclosed in Note 11 (b), cash and cash equivalents balances generally represent short term deposits with a less than 180-day maturity.

As part of the process of setting customer credit limits, different credit terms are used. The average credit period generally granted to trade receivable customers is about 90-360 days. But some customers take a longer period to settle the amounts.

**Exposure to credit risk**

Financial asset for which loss allowance is measured using expected credit loss model

<u>Particulars</u>	<u>As at</u> <u>31 March 18</u> <u>(Rs.)</u>	<u>As at</u> <u>31 March 17</u> <u>(Rs.)</u>	<u>As at</u> <u>1 April 16</u> <u>(Rs.)</u>
<b>Financial assets -</b>			
Non current investment	-	5,180,000	5,180,000
Cash and cash equivalent	6,138,867	1,493,442	2,417,438
Bank balances other than above	-	-	-
Trade receivables	159,941	165,450	87,960
Loans	90,398,629	170,035,347	82,959,415
Other financial assets	37,991,026	38,086,738	38,115,958
At end of the year	134,688,464	214,960,977	128,760,771

**Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but**

<u>Particulars</u>	<u>As at</u> <u>31 March 18</u> <u>(Rs.)</u>	<u>As at</u> <u>31 March 17</u> <u>(Rs.)</u>	<u>As at</u> <u>1 April 16</u> <u>(Rs.)</u>
<b>Trade receivables:</b>			
Less than 90 days	159,941	165,450	87,960
90 to 180 days	-	-	-
Over 180 days	-	-	-
	159,941	165,450	87,960

In the opinion of management, trade receivable, Financial assets, Cash and cash equivalent, Balance with Bank, Loans and other financial assets have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.

The Company has not recognised any loss allowance as the Company expect that there is no credit loss on trade receivables.



## LOOKS HEALTH SERVICES LIMITED

L93030MH2011PLC222636

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

**Market risk -**

Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. We are exposed to market risk primarily related to foreign exchange rate risk and interest rate risk. Thus, our exposure to market risk is a function of revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

**Foreign currency risk**

The Company is not exposed to any currency risk on account of its borrowings, other payables and receivables in foreign currency. All dealings are done in domestic markets by the company. The functional currency of the Company is Indian Rupee.

**Interest rate risk**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial instruments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing financial instruments will fluctuate because of fluctuations in the interest rates.

Company has interest rate risk exposure mainly from changes in rate of interest on borrowing & on deposit with bank. The interest rate are disclosed in the respective notes to the financial statements of the Company. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

<u>Particulars</u>	<u>As at</u> <u>31 March 18</u> <u>(Rs.)</u>	<u>As at</u> <u>31 March 17</u> <u>(Rs.)</u>	<u>As at</u> <u>1 April 16</u> <u>(Rs.)</u>
<b>Financial assets</b>			
<b>Interest bearing - Fixed interest rate</b>			
- Non current investment	-	5,180,000	5,180,000
- Non current fixed deposit	-	-	-
- Loans	90,398,629	170,035,347	82,959,415
- Current fixed deposit	-	-	-
<b>Financial Liabilities</b>			
<b>Interest bearing</b>			
<b>Borrowings - Floating interest rate</b>	-	-	-
- Working capital loan in rupee	-	-	-
<b>Borrowings - Fixed interest rate</b>			
- Bank overdraft	-	-	-
- Term Loan	-	-	-

**Fair value sensitivity analysis for fixed-rate instruments**

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Cash flow sensitivity analysis for variable-rate instruments -**

The company does not have any financial assets or financial liabilities bearing floating interest rates. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

**Liquidity risk -**

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Company maximum exposure to credit risk for the components of the balance sheet at 31 March 2018 and 31 March 2017 is the carrying amounts. The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities. The average credit period taken to settle trade payables is about 90 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value. The following table analysis financial liabilities by remaining contractual maturities:

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>Year ended 31 March 2018</b>						
Borrowings	-	-	-	-	-	-
Other financial liabilities	-	-	-	-	-	-
Trade and other payables	-	-	2,766,196	-	-	2,766,196
	-	-	2,766,196	-	-	2,766,196
<b>Year ended 31 March 2017</b>						
Borrowings	-	-	-	84,000,000	-	84,000,000
Other financial liabilities	-	-	-	-	-	-
Trade and other payables	-	-	2,887,604	-	-	2,887,604
	-	-	2,887,604	84,000,000	-	86,887,604

At present, the Company does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

#### Capital management -

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.

The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars			As at	As at	As at
			31 March 18 (Rs.)	31 March 17 (Rs.)	1 April 16 (Rs.)
<b>Borrowings</b>			-	-	-
Trade & Other payables			1,289,807	1,669,817	3,061,514
Other financial liabilities			1,476,389	1,217,787	1,451,447
Less: cash and cash equivalents			-6,138,867	-1,493,442	-2,417,438
Net debt	(a)		-3,372,671	1,394,162	2,095,523
<b>Total equity</b>					
Total member's capital			148,370,306	145,323,008	145,263,173
Capital and net debt	(b)		144,997,635	146,717,170	147,358,697
Gearing ratio (%)	(a/b)*100		-2	1	1

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018 and 31 March 2017.

#### 34 Income tax

The major components of income tax expense for the years are:

Particulars	As at	As at
	31 March 2018	31 March 2017
<b>Current income tax:</b>		
Current income tax charge	-	-
Adjustments in respect of previous year	-	-6,664
MAT credit entitlement	-	-
<b>Deferred tax:</b>		
Relating to origination and reversal of temporary differences	14,826	-4,812
Income tax expense reported in the statement of profit or loss	14,826	-11,476

A Reconciliation of income tax provision to the amount computed by applying the statutory income tax rate to the income before Income taxes is summarized as follow:

<u>Particulars</u>	<u>As at</u>	<u>As at</u>
	<u>31 March 2018</u>	<u>31 March 2017</u>
Profit before income tax	3,032,472	71,311
Rate of Income tax	25.75%	25.75%
Computed expected tax expenses	-	-
Additional allowances for tax purpose	-	-
Additional allowances for capital gain	-	-
Expenses not allowed for tax purposes	-	-
Interest on late payment of taxes	-	-
Additional Tax payable due to MAT provisions	-	-

Income tax expense reported in the statement of - -

Applicable statutory tax rate for financial year 2017-18 is 25.75% (Previous year 2016-17 is 25.75%)

The Gross movement in the current income tax asset/(Liability) for the year ended March 31, 2017 and March 31, 2016 is

<u>Particulars</u>	<u>As at</u>	<u>As at</u>
	<u>31 March 2017</u>	<u>31 March 2016</u>
Net current income tax asset/(liability) at the beginning	355,000	-
Income tax paid	-280,175	-
Current tax expenses	-	355,000
MAT credit entitlement	-	-
Excess short provision of earlier year	-25,080	-
Net current income tax asset/(liability) at the end	49,745	355,000

35 The Ministry of Corporate Affairs (MCA) vide its notification in the Official Gazette dated February 16, 2015 notified the Indian Accounting Standards (Ind AS) applicable to certain classes of companies. Ind AS would replace the existing Indian GAAP prescribed under section 133 of The Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. For our Company and its subsidiaries, Ind AS would be applicable for the accounting period beginning April 1, 2016, with a transition date of April 1, 2016.

A. Reconciliation of Balance Sheet as at 01 April 2016 -

<u>Particulars</u>	<u>As at 1 April 2016</u>			<u>As at 31 March 2017</u>		
	<u>IGAAP(Rs.)</u>	<u>Ind AS(Rs.)</u>	<u>Change(Rs.)</u>	<u>IGAAP(Rs.)</u>	<u>Ind AS(Rs.)</u>	<u>Change(Rs.)</u>
<b>ASSETS -</b>						
Non-current assets						
Property, plant and equipment	17,825,121	17,825,121	-	16,260,684	16,260,684	-
Capital work-in-progress	-	-	-	-	-	-
Investment Property	-	-	-	-	-	-
Other Intangible assets	18,440	18,440	-	18,440	18,440	-
<b>Financial Assets -</b>						
(i) Investments	5,180,000	5,180,000	-	5,180,000	5,180,000	-
(iii) Other financial assets	121,075,373	121,075,373	-	208,122,085	208,122,085	-
Current Tax Asset (Net)	-	-	-	-	-	-
Other non-current assets	2,248,001	-	2,248,001	928,729	928,729	-
Total non-current assets	146,346,935	144,098,934	2,248,001	230,509,938	230,509,938	-

<b>Current Assets</b>						
Inventories	1,174,242	1,174,242	-	349,450	349,450	-
Financial Assets						
(i) Trade receivables	87,960	87,960	-	165,450	165,450	-
(ii) Cash and cash equivalents	2,417,438	2,417,438	-	1,493,442	1,493,442	-
(iii) Bank balances other than (ii) above	-	-	-	-	-	-
(iv) Other financial assets	7,473	2,300,418	-2,292,945	-	-	-
Other current assets	-	-	-	-	-	-
Total current assets	3,687,110	5,980,057	-2,292,945	2,008,342	2,008,342	-
<b>TOTAL ASSETS</b>	<b>150,034,045</b>	<b>150,078,990</b>	<b>-44,944</b>	<b>232,518,280</b>	<b>232,518,280</b>	<b>-</b>

<b>EQUITY AND LIABILITIES</b>						
<b>EQUITY</b>						
(a) Equity share capital	105,000,000	105,000,000	-	105,000,000	105,000,000	-
(b) Other equity	40,263,173	40,263,173	-	40,323,008	40,323,008	-
TOTAL EQUITY	145,263,173	145,263,173	-	145,323,008	145,323,008	-
<b>Non-current liabilities</b>						
Financial liabilities						
(i) Deposit	-	-	-	-	-	-
Long-term provisions	-	-	-	-	-	-
Deferred tax liabilities (Net)	302,855	302,855	-	307,668	307,668	-
Other non-current liabilities	-	-	-	84,000,000	84,000,000	-
Total non-current liabilities	302,855	302,855	-	84,307,668	84,307,668	-
<b>Current liabilities</b>						
Financial Liabilities						
(i) Borrowings	-	-	-	-	-	-
(ii) Trade payables	3,061,514	3,061,514	-	1,669,817	1,669,817	-
(iii) Other financial liabilities	-	-	-	-	-	-
Other current liabilities	-	-	-	-	-	-
Provisions	1,406,503	1,451,447	-44,944	1,217,787	1,217,787	-
Liabilities for Current Tax (Net)	-	-	-	-	-	-
Total current liabilities	4,468,017	4,512,961	-44,944	2,887,604	2,887,604	-
<b>TOTAL LIABILITIES</b>	<b>4,770,872</b>	<b>4,815,816</b>	<b>-44,944</b>	<b>87,195,272</b>	<b>87,195,272</b>	<b>-</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>150,034,045</b>	<b>150,078,990</b>	<b>-44,944</b>	<b>232,518,280</b>	<b>232,518,280</b>	<b>-</b>

## B Reconciliation of equity as at 01 April, 2016

<b>Particulars</b>	<b>As at 31 March 17 (Rs.)</b>	<b>As at 1 April 16 (Rs.)</b>
As reported under IGAAP		
Equity capital	105,000,000	105,000,000
Reserves	40,323,008	40,263,173
	145,323,008	145,263,173
Adjustments:		
Re-measurement of Investments through Other Comprehensive Income	-	-
Re-measurement of Investments through statement of profit & Loss	-	-
MTM on forward contract	-	-
Changes in share of profit from partnership firm due to change in GAAP	-	-
Depreciation on Investment property	-	-
Deferred tax liabilities as per Ind AS 12 on above	-	-

As reported under Ind AS (Total)	145,323,008	145,263,173
Comprises of:		
Equity capital	105,000,000	105,000,000
Other equity	40,323,008	40,263,173
	145,323,008	145,263,173
	-	0

**C Reconciliation of profit and loss for the year ended 31 March 2016**

<u>Particulars</u>	<u>As at</u> <u>31 March 16</u> <u>(Rs.)</u>
Profit / (loss) as reported under IGAAP	860,840
Adjustments:	
Re-measurement of Non-current investment	
Re-measurement of Investments through Other Comprehensive Income	-
Re-measurement of Investments through statement of profit & Loss	-
MTM on forward contract	-
Changes in share of profit from partnership firm due to change in GAAP	-
Reclassification of prior year tax directly to Retained earnings	-
Depreciation on Investment property	-
Deferred tax liabilities as per Ind AS 12 on above	-
Re-measurement of security deposit taken	-
MTM on forward contract	-
Re-measurement of preference share capital	-
Depreciation of Investment property	-
Re-classification of pre-operating expenses on CWIP	-
Dereffed tax assets as per Ind AS 12 on above	-
Total comprehensive income as per Ind AS	860,840

**D Reconciliation of cash flow for the year ended 31 March 2016**

<u>Particulars</u>	<u>As at</u> <u>31 March 2016</u> <u>(IGAAP)</u> <u>(Rs.)</u>	<u>As at</u> <u>31 March 2016</u> <u>(IND AS)</u> <u>(Rs.)</u>	<u>Change</u> <u>(Rs.)</u>
Cash flow from operating activities	11,771,775	-	11,771,775
Cash flow from financing activities	-	-	-
Cash flow from investing activities	-11,353,517	-	-11,353,517

**36 Notes:**

**1 Fair valuation of financial assets**

The company has valued equity shares, mutual funds, venture funds, preference shares and government security at fair value and the same has been recognised in financials.

**2 Remeasurement of defined benefit plans**

Company does not have minimum employees wherein these regulations are applicable and hence no provision thereof is made by

**3 Classification and presentation of assets and liabilities**

Under previous GAAP, the Company was not required to present its assets and liabilities bifurcating between financial assets / financial liabilities and non financial assets / non financial liabilities . Under Ind AS, the Company is required to present its assets and liabilities bifurcating between financial assets / financial liabilities and non financial assets / non financial liabilities . Accordingly, the Company has classified and presented its assets and liabilities.

**4 Deferred tax**

Additional deferred tax assets/liabilities has been recognised corresponding to the adjustments to retained earnings / profit and loss as a result of Ind AS Implementation.

**5 Estimates**

The estimates at 1 April 2016 and at 31 March 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

Balances in the accounts of trade receivables, loans and advances, trade payables and other current liabilities are subject to confirmation / reconciliation, if any. The management does not expect any material adjustment in respect of the same effecting the financial statements on such reconciliation / adjustments.

There was no impairment loss on the fixed assets on the basis of review carried out by the management in accordance with Indian Accounting Standard (Ind AS)-36 'Impairment of Assets.

**8 Lease disclosure**

The company has entered into agreements for obtaining premises on rent (which is in nature of operating leases) and amount paid/payable in respect of such leases is charged to profit and loss on accrual basis.

**9 Earnings per share**

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

<b>Particulars</b>	<b>As at</b>	<b>As at</b>
	<b>31 March 18</b>	<b>31 March 17</b>
Profit attributable to equity holders of the parent for basic earnings (Rs.)	3,047,298	59,836
Weighted average number of equity shares for basic and diluted earning per share	10,500,000	10,500,000
Face value per share	10	10
Basic earning per share	0.29	0.01
Diluted earning per share	0.29	0.01

The Company has not entered into any transactions which are termed "Specified Domestic Transaction" as per Section 92BA of the Income Tax-Act, 1961. Accordingly, it is not required to comply with certain transfer pricing regulations under Section 92 to Section 92F of the Act.

**Contingent Liability** - According to management, No litigations are filed against or pending against the Company. Company does not have any present obligation arising out of any past event. Hence no provision arises or is made for contingent liabilities.

## LOOKS HEALTH SERVICES LIMITED

L93030MH2011PLC222636

Notes to the Standalone Financial Statements for the year ended 31 March 2018

## 37 RELATED PARTY DISCLOSURES

<b>i. Related party relationships:</b>		
<b>a) Holding Company</b>	N.A.	
<b>b) Fellow Subsidiary</b>	N.A.	
<b>c) Key management personnel (KMP)</b>	MR. PRITESH DOSHI	CHAIRMAN
	MRS. NISHITA SHETH	MANAGING DIRECTOR
	CS AVNI GARNARA	C.S.
	CS RUPALI VERMA	C.S.
<b>d) Fellow Associates</b>	N.A.	
<b>e) Enterprises on which key management personnel have significant influence</b>	N.A.	

Notes:

- The related party relationships have been determined on the basis of the requirements of the Indian Accounting Standard (Ind AS) -24 'Related Party Disclosures' and the same have been relied upon by the auditors.
- The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year /previous year, except where control exists, in which case the relationships have been mentioned irrespective of transactions with the related party.

**ii. Transactions with related parties:****ii. Transactions with related parties for the year ended -**

<u>Nature of transactions</u>	ASSOCIATE & Enterprises on which KMP's have significant influence	<u>Year ended</u>	<u>Year ended</u>	KMP's	<u>Year ended</u>	<u>Year ended</u>
		<u>31st March</u>	<u>31st March</u>		<u>31st March</u>	<u>31st March</u>
		<u>2018</u>	<u>2017</u>		<u>2018</u>	<u>2017</u>
		<u>Rs.</u>	<u>Rs.</u>		<u>Rs.</u>	<u>Rs.</u>
Sale of goods	N.A.	-	-		-	-
Purchase of Goods	N.A.	-	-		-	-
Remuneration paid	N.A.	-	-	MR. PRITESH DOSHI	360,000	360,000
				CS AVNI GARNARA	160,437	10,000
				CS RUPALI VERMA	100,000	NIL
Deposit & Advances given	N.A.	-	-		-	-
Loans and Advances	N.A.	-	-		-	-
Advance Received	N.A.	-	-		-	-

## FORM NO SH-13

## Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,  
Looks Health Services Limited  
A/203, Green Villa, above Pizza Hut  
Lokhandwala Complex,  
Andheri West, Mumbai- 400053.

I/We \_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

## (1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

## (2) PARTICULARS OF NOMINEE/S -

- a) Name : \_\_\_\_\_
- b) Date of Birth : \_\_\_\_\_
- c) Father's/Mother's/Spouse's name : \_\_\_\_\_
- d) Occupation : \_\_\_\_\_
- e) Nationality : \_\_\_\_\_
- f) Address : \_\_\_\_\_
- g) E-mail Id : \_\_\_\_\_
- h) Relationship with the security holder: \_\_\_\_\_

## (3) IN CASE NOMINEE IS A MINOR -



a) Date of Birth : \_\_\_\_\_

b) Date of attaining majority : \_\_\_\_\_

c) Name of guardian : \_\_\_\_\_

d) Address of guardian : \_\_\_\_\_

Name of the Security Holder(s)  
1. \_\_\_\_\_

Signature  
\_\_\_\_\_

2. \_\_\_\_\_

\_\_\_\_\_

Name of witness:

Signature of witness:

Address of witness:

Date:

**Form No. MGT-11**  
**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

CIN : L93030MH2011PLC222636  
 Name of the Company : LOOKS HEALTH SERVICES LIMITED  
 Registered office : A/203, Green Villa, above Pizza Hut, Lokhandwala Complex, Andheri West, Mumbai- 400053  
 Name of the Member(s) :  
 Registered Address :  
 E-mail Id :  
 Folio No. / DP & Client ID :

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

1.	Name		
	Address		
	E-mail Id	Signature:	or failing him
2.	Name		
	Address		
	E-mail Id	Signature:	or failing him
3.	Name		
	Address		
	E-mail Id	Signature:	

as my/ our proxy to attend and vote on a poll for me/us and on my/our behalf at the 07<sup>th</sup> Annual General Meeting of the company, to be held on the 28<sup>th</sup> day of September, 2018 at 1.30 p.m. at A/203, Green Villa, above Pizza Hut, Lokhandwala Complex, Andheri West, Mumbai- 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)
1.	Adoption of statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the financial year 31 <sup>st</sup> March, 2018
2.	To Appoint a director in place of Mr. Pritesh Doshi (DIN: 05155318) who retires by rotation and being eligible offers himself for reappointment.
3.	To appoint Ms. Pallavi Jadhav (DIN 08208922) as Managing Director with effect from 01 <sup>st</sup> September, 2018 for a period of Five years
4.	To re-appoint Mr. Pritesh Doshi (DIN: 05155318) as a Whole-time Director cum Chief Financial Officer with effect from 01 <sup>st</sup> September, 2018 for a period of Five years
5.	To appoint Mr. Devendra Sanghvi (DIN: 02251590) as an Independent Director with effect from 01 <sup>st</sup> September, 2018 for a period of Five years

Signed this \_\_\_\_ day of \_\_\_\_\_, 2018

Signature of Shareholder:

Signature of Proxy holder(s):

Affix  
Revenue  
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The Proxy holder may vote either for or against each resolution in the Meeting, provided that he / she or the Member(s) has / have not casted the vote through remote e-voting facility.

**LOOKS HEALTH SERVICES LIMITED****CIN: L93030MH2011PLC222636**Regd. Office: A/203, Green Villa, above Pizza Hut Lokhandwala Complex,  
Andheri West, Mumbai- 400053.

Tel No.: 022 62361730/31/32/33; Email: cs@looksclinic.com; Website: www.looksclinic.in

**ATTENDANCE SLIP****7<sup>th</sup> ANNUAL GENERAL MEETING ON FRIDAY, 28<sup>TH</sup> SEPTEMBER, 2018**

Regd. Folio No	
Client ID/ D.P. ID	
No. of Share(s) held	
Name and address of Shareholder	
Joint Holder 1	
Joint Holder 2	

I/we hereby record my/our presence at the 7<sup>TH</sup> ANNUAL GENERAL MEETING of the Company held on Friday, 28<sup>th</sup> September, 2018 at 1.30 p.m. at A/203, Green Villa, above Pizza Hut Lokhandwala Complex, Andheri West, Mumbai- 400053.

\_\_\_\_\_

Member's/Proxy's name (in Block Letters)

\_\_\_\_\_

Member's/Proxy's Signature

**Note:**

1. Please fill in the Folio/DP ID-Client ID No., name and sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE VENUE.
2. Please read the instructions for e-voting given along with Annual Report. The voting period starts from Tuesday, 25<sup>th</sup> September, 2018 (9.00 a.m.) and ends on Thursday, 27<sup>th</sup> September, 2018 (5.00 p.m.). The voting module shall be disabled by NSDL for voting thereafter.

Route Map:

