

# **LOOKS HEALTH SERVICES LIMITED**

(Earlier Known as Monarch Health Services Limited)



**3<sup>RD</sup> ANNUAL REPORT  
2013 - 2014**

## 3RD ANNUAL REPORT 2013 - 2014

### **LOOKS HEALTH SERVICES LIMITED**

(Earlier Known as Monarch Health Services Limited)

**28/3, Next to Jari Mari Mandir, S.V.Road,  
Bandra (W) Mumbai: 400050**

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**CORPORATE INFORMATION**

**Board of Directors**

Dr.Nishita Sheth	Managing Director
Dr.Prashant Vikram	Chairman
Pritesh Champalal Doshi	Whole Time Director/Compliance Officer
Deepak Meghraj Doshi	Independent Director
Dhruvaprakash Shetty	Independent Director
Narpatraj Rajmal Bafna	Independent Director

**Additional Information**

Registered Office	28/3, Next to Jari Mari Mandir, S.V.Road, Bandra (W) Mumbai : 400050 Tel: 022-2642 0655, Website: www.looksclinic.com
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Auditors	S. D. MOTTA & ASSOCIATES 3, Shanivar Nivas, Nava Pada, Subhash Raod, Dombivli (W), Thane - 421202. Cell No.- 9699940041 Email - mottasanjay@gmail.com
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Registrar & Transfer Agent	Sharepro Services (I) Pvt. Ltd. 13AB, Samitha Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai 400072. Tel: +91-22- 67720337 Fax: +91-22- 28591568 Website: www.shareproservices.com Email: anil.s@shareproservices.com
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Bankers	HDFC Bank Limited Bank of Baroda Kotak Mahindra Bank Ltd
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### NOTICE

NOTICE is hereby given that the Third Annual General Meeting of the members of the Company will be held at 28/3, Next to Jari Mari Mandir, S.V.Road, Bandra (W). Mumbai 400050 on Tuesday the 30th day of September, 2014 at 10:00 A.M. to transact the following business:

#### Ordinary Business

- 1) To consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2014 and the Balance Sheet as at that date together with the Director's Report thereon.
- 2) To appoint M/s. Kriplani Milani & Co. Chartered Accountants, Mumbai as Statutory Auditors of the Company and to pass the following as an ordinary resolution:  
"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 and the rules made there under, M/s. Kriplani Milani & Co. Chartered Accountants, Mumbai (Firm Registration No. 130461W) be and are hereby appointed as Statutory Auditors for a continues period of 5 years with subject to ratification at every Annual General Meeting on such remuneration as may be fixed by the Board"
- 3) To appoint a Director in place of Mr. Pritesh Doshi who retires by rotation and being eligible offers himself for reappointment.

#### Special Business

- 4) To appoint Shri Deepak Meghraj Doshi as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Deepak Meghraj Doshi (DIN NO. 00677220) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director,

be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

- 5) To appoint Mr. Dhruvaprakash Shetty as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dhruvaprakash Shetty (DIN: 05164804) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

- 6) To appoint Shri Narpatraj Rajmal Bafna as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Narpatraj Rajmal Bafna (DIN: 05217709) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years."

7) To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of 25 Crore."

8) Voting through electronic means:

- (a) The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.
- (b) Voting rights are reckoned on the basis of the shares registered in the names of the members / beneficial owners as on the record date fixed for this purpose, viz. 29th August, 2014
- (c) VKM & Associates, Practising Company Secretaries has been appointed as scrutiner for conducting the e-Voting process in a fair and transparent manner.
- (d) Members are requested to read the instructions given below.

(A) The instructions for e-Voting are as under:

In case of members' receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (i) Open e-mail and then open PDF file viz., "Looks Health Services Limited - 3rd AGM e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL in the address bar: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- (iii) Click on shareholder - Login
- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of e-Voting opens. Go to "eVoting" icon and select "Active Evoting Cycles".
- (vii) Select "EVEN" of Looks Health Services Limited.
- (viii) Now members are ready for e-Voting as Cast Vote page opens.
- (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to [vkmassociates@gmail.com](mailto:vkmassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [pritesh.doshi@lookscclinic.com](mailto:pritesh.doshi@lookscclinic.com)

(B) In case of members receiving physical copy of the Notice of AGM:

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:  
Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item No. 11(d)(A) above to cast vote. (e) In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at

the following Telephone No: 022 2499 4200

- (f) If members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote.
  - (g) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - (h) The e-Voting period commences 22nd September, 2014 (9.00 am) and ends on 24th September, 2014 (6.00 pm).  
During this period, members holding shares either in physical form or in dematerialized form, as on 29th August, 2014, may cast their votes electronically. The e-Voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.
  - (i) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company.
  - (j) The Results declared along with the Scrutinizer's Report will be placed on the Company's website [www.looksclinic.com](http://www.looksclinic.com) and on the website of NSDL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchanges.
  - (k) All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 am to 12.00 noon on all working days up to and including the date of the AGM.
- 9) To consider, adopt & if thought fit to discuss all the matters as would arise in the course of the meeting with the permission of chair person.

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

**Sd/-**

**Pritesh Doshi**

**Director**

**DIN: 05155318**

**Date: 02.09.2014**

**Place: Mumbai**

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.
2. The Statement Pursuant to section 102 of the Companies Act, 2013 with respect to special business set out in the Notice is annexed.
3. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
4. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to Sharepro Services (I) Private Limited, 13 AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072, Maharashtra, the Registrar, quoting Folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.
5. The share transfer books and Members Register of the Company will remain closed from 25th September, 2014 to 30th September, 2014 (both days inclusive).
6. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
7. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am

to 1.00 pm on all working days till the date of Annual General Meeting.

8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
9. 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.

We request you to update your e-mail address with the Compliance officer, Looks Health Services Limited, 28/3, Next to Jari Mari Mandir, S.V.Road, Bandra (W). Mumbai 400050.

Tel 022-2642 0655; e-mail: pritesh.doshi@lookscclinic.com to ensure that the annual report and other documents reach you on your preferred e-mail.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:**

Item No 4 to 6:

Narpatraj Rajmal Bafna, Mr. Dhruvaprakash Shetty and Shri Deepak Meghraj Doshi are Non-Executive Independent Directors of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, all the Independent Directors eligible and offering themselves for appointment, is proposed to be appointed as an Independent Director for five consecutive years. The independent Directors appointed herein shall not be liable for retirement by rotation. In the opinion of the Board, all the Independent Directors fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as an Independent Directors of the Company and are independent of the management.

The Board considers that their continued association would be of immense benefit to the Company. Accordingly, the Board recommends the resolutions as set out in the notice, for the approval by the shareholders of the Company.

Except their own appointment, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or in-

terested, financial or otherwise.

Item No 7

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 7 of the Notice enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto Rs. 25 Crore.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 7.

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

Sd/-

**Pritesh Doshi  
Director  
DIN: 05155318**

**Date: 02.09.2014  
Place: Mumbai**

**ANNEXURE -**

Information pursuant to Clause 52 of the Listing Agreement regarding appointment of new Director or reappointment of a Director -

<b>Name of the Director</b>	<b>Pritesh Doshi</b>
Date of Birth	23/06/1990
Date of Appointment	24/12/2011
Specialized Expertise	Good experience in Administrative & Financial Matters
Qualifications	B.Com.
Directorship of other Companies as at 31/03/14.	4 companies
Chairmanship/ Membership of other Committees as at 31/03/14.	—
No. of Shares held in Company as on 31/03/14.	70,000 Shares



## 3RD ANNUAL REPORT 2013 - 2014

### DIRECTORS' REPORT

**For the Financial Year ended on 31st March, 2014.**

Dear Shareholders,

Your Directors have great pleasure in presenting the 3rd Annual Report together with the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the year ended on that date.

#### FINANCIAL RESULTS (in Rupees)

Particulars	Year Ending 31st March, 2014	Year Ending 31st March, 2013
Sales	19,649,496	20,245,277
Total Income	32,016,928	33,150,602
Total Expenses	26955917	28599504
EBIDTA	5061011	4551098
Depreciation & amortization expenses	5,044,061	3,928,927
Interests	—	—
Taxes	59,779	183,913
Net Profit/Loss After Tax	(42,829)	438,259
No. of Equity Shares	60,00,000	60,00,000
EPS	(0.01)	0.07

During the year under review, Company has 5 operational Branches Bandra, Andheri, Goa (Calungut Beach & Panjim) & Santacruz.

#### REPORT ON UTILIZATION OF IPO FUNDS DURING THE YEAR

Particulars	Amount
Funds raised from Public Issue (including share premium)	12,00,00,000
Less - Utilization of Funds	
Medical Equipments, Computers & Other Assets	7,638,544
Inter Corporate Deposits	57,500,000
Working Capital	50,370,148
IPO Expenses	4,231,517
Balance held as Cash & Cash Equivalents	259,791

#### DIVIDEND

In view of Loss incurred, directors do not recommend any dividend during the year under review.

### DEMATERIALIZATION OF SHARES

In the year currently under review, the Company's equity shares have been dematerialized to be traded in electronic form in the Depository systems operated by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), Mumbai.

Further, the Company has appointed M/s Sharepro Services (I) Private Limited as the Registrar to the Company

#### SUBSIDIARIES

Presently, there is no subsidiary of the Company.

#### CONSOLIDATED FINANCIAL STATEMENTS

Since there is no subsidiary of the Company at present, hence no consolidated financial statements have been prepared

#### PUBLIC DEPOSITS

During the year under review, the Company has not accepted or renewed any fixed deposits from the public.

#### PARTICULARS OF EMPLOYEES

Your Directors' would like to place on record their deep appreciation of all employees for dedicated and sincere services rendered by them.

The Statement of employees required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 1975 is not annexed, as there is no employee drawing salary exceeding the present limits as provided under the Act i.e. drawing monthly remuneration exceeding Five Lakh Rupees and annual remuneration exceeding Sixty Lakh Rupees.

#### PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The provisions of Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption are not applicable. Therefore the information relating to conservation of energy or technology absorption etc is not given. The foreign exchange earnings and outgo during the year are as follows:

Foreign Earnings : NIL  
Foreign Outgo: Rs. 22491/-

### AUDITORS

M/s S. D. MOTTA & ASSOCIATES, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting of the Company. In place of them M/s. KRIPLANI MILANI & CO., Chartered Accountants, Mumbai (Firm Registration No. 130461W) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years. The Board of Directors and the Audit Committee recommend their appointment for the ensuing year.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors hereby confirm that:-

- (i) In the preparation of the annual accounts for the year ended March 31, 2014, the applicable Accounting Standards have been followed and proper explanations were provided for material departures.
- (ii) 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 as at the end of the financial year and of the profit and loss of the Company for that period.
- (iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors had prepared the annual accounts for the financial year ended March 31, 2014, on a going concern basis.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 52 of the Listing Agreement to be entered into with Bombay Stock Exchange Ltd., Management Discussion and Analysis Report is presented in the separate section and forms an integral part of the Directors Report.

### CORPORATE GOVERNANCE

The Company's Equity Shares got listed on May 30, 2012 on SME platform of BSE Ltd. (BSE). A detailed report on the Corporate Governance in compliance with Clause 52 of the Listing Agreement is presented as a part of the Annual Report. A Certificate from the Auditor on the compliance with Corporate Governance requirements by your Company is attached to the Report on Corporate Governance.

### ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

**By Order of the Board  
For Looks Health Services Limited  
Sd/-**

**Pritesh Doshi  
Director  
DIN: 05155318**

**Date: 02.09.2014  
Place: Mumbai**

### CORPORATE GOVERNANCE REPORT

Your Company's Equity shares have been listed on Bombay Stock Exchange Limited (BSE) with effect from May 30, 2012. The Company to demonstrate its commitment to highest principles of governance has chosen to present the Report on Corporate Governance along with the Directors' Report.

#### 1. Company's philosophy on the code of corporate governance

The Company's philosophy on Corporate Governance is to achieve business excellence, enhance long term values for its stakeholders, maintaining excellent relations across all levels and proper compliance with all applicable legal and regulatory requirements.

#### 2. Board of Directors

Composition: As on date of this Report, the Board comprises of six Directors. The Board of Directors of the Company (Board) has optimum combination of Executive, Non-Executive and Independent Directors.

Pritesh Doshi is the Whole Time Director, & Compliance officer, Dr. Nishita Sheth is the Managing Director, Dr. Prashant Vikram is a Director, Mr. D P Shetty, Mr. Deepak Meghraj Doshi and Mr. Narpatraj Rajmal Bafna are Non Executive Independent Directors on the Board of the Company.

None of the Directors hold directorship in more than 15 public limited companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors.

Board Procedure: The Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable them to take informed decisions. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. Matters discussed at Board Meeting generally relate to Company's performance, approval of related-party transactions, general notice of interest of Directors, review of the meeting of Committees of the Board and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

Board Representation & Attendance: During the Financial Year 2013-14, the Board of Directors met 6 times on the following dates:

30th April, 2013, 31st May, 2013, 25th July, 2013, 30th October, 2013, 5th December, 2013, 15th February, 2014.

The gap between two Meetings did not exceed four months.

The attendance of each Director is given as Annexure A.

#### 3. Committees of the Board

Board has constituted following committees and delegated adequate power to them to carry out the activities of the company.

##### Audit Committee

Audit Committee comprises of 2 Non-Executive Independent Directors & one Executive Director. Committee reviews all matters specified in clause 52 of the Listing agreement alongwith section 292A of the Companies Act, 1956. Committee Comprises of the following Directors

Sr. No.	Name	Designation in the Committee	Nature of Director
1	D.P.Shetty	Chairman	Independent Director
2	Narpatraj Bafna	Member	Independent Director
3	Pritesh Doshi	Member	Executive Director

##### Terms of reference

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. 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.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Appointment, removal and terms of remuneration of internal auditor.
5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:

- a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Clause (2AA) of Section 217 of the Companies Act 1956;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to the financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchanges;
  7. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
  8. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
  9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
  10. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
  11. Discussing with internal auditors on any significant findings and follow up thereon.
  12. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  13. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
  15. To review the functioning of the 'whistle blower' mechanism, when the same is adopted by our Company and is existing.
  16. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
  17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
  18. The Audit Committee shall mandatorily review the following information:
    - a. Management discussion and analysis of financial information and results of operations;
    - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
    - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
    - d. Internal audit reports relating to internal control weaknesses; and
    - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
  19. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per Clause 52 of Listing Agreement'
- The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Audit Committee, reasons for disagreement shall have to be minuted in the Board Meeting and the same has to be communicated to the shareholders. The chairman of the committee has to attend the Annual General Meetings of our Company to

provide clarifications on matters relating to the audit.

The Audit Committee is required to meet at least four times in a year and not more than four months will elapse between two meetings. The quorum will be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent members present.

Generally all items listed in Clause 52 II (D) of the SME Equity Listing Agreement are covered in the terms of reference.

The Audit Committee has been granted powers as prescribed under Clause 52 II (C) of the SME Equity Listing Agreement.

The role of the audit committee includes recommending the appointment and removal of the external auditor, discussion of the audit plan and fixation of audit fee and also approval of payment of fees for any other services.

**Remuneration Committee:**

To decide the policy on specific remuneration packages for Managing Director / Whole Time Director including pension rights and any other compensation payments.

Remuneration Committee comprises of 2 Non Executive Independent Directors and 1 Executive. Committee is empowered to decide and approve the remuneration of Directors. Committee comprised of following directors -

Sr. No.	Name	Designation in the Committee	Nature of Director
1	D.P.Shetty	Chairman	Independent Director
2	Deepak Doshi	Member	Independent Director
3	Pritesh Doshi	Member	Executive Director

Committee met once in a year and all the Committee members were present in the meeting

**Shareholders / Investor Grievance Committee:**

The Shareholders/ Investor Grievance Committee was formed w.e.f 25th July, 2013 as per the requirements of SME Equity Listing Agreement.

After the formation 4 meeting were held during the financial year 2013-14 to take note its responsibilities and powers.

The constitution of the Committee and the attendance of each member of the Committee are given below:

Sr. No.	Name	Designation in the	Nature of Director
1	Mr.Narpat Bafna	Chairman	Committee Independent Director
2	D.P.Shetty	Member	Independent Director
3	Pritesh Doshi	Member	Executive Director

**Terms of Reference**

- \* Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- \* Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
- \* Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares;
- \* Issue of duplicate / split / consolidated share certificates;
- \* Allotment and listing of shares;
- \* Review of cases for refusal of transfer / transmission of shares and debentures;
- \* Reference to statutory and regulatory authorities regarding investor grievances;
- \* Ensure proper and timely attendance and redressal of investor queries and grievances.
- \* To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

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

Ms. Pritesh Doshi  
 Compliance officer  
 Looks Health Services Limited  
 28/3, Next to Jari Mari Mandir,  
 S.V.Road, Bandra (W)  
 Mumbai : 400050

Status of complaints received, resolved and pending as on 31st March, 2014

Number of Shareholders' Complaints received during the year	2(two)
Number of Shareholders' Complaints resolved during the year	2 (two)
Number of Shareholders' Complaints Pending at the end of the year	NIL

**4. General Body Meetings**

The details of previous Annual General Meetings held are as follows:

Year	Day, Date & Time	Venue
2011-2012	29th Sept.,2012	28/3, Next to Jari Mari Mandir, S.V.Road, Bandra(W), Mumbai : 400050.
2012 - 2013	27th Sept., 2013	28/3, Next to Jari Mari Mandir, S.V.Road, Bandra (W), Mumbai : 400050.

**Disclosures**

**Related Party Transaction:** The Company has entered into material significant transactions with its related parties. The details of transactions with the Company and related parties are given for information under notes to Accounts.

**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.

**Whistle Blower Policy:** The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of

the Company affirms that no personnel have been denied access to the Audit Committee.

Proceeds from the Initial Public Offer of the Company: The Details about the utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company. The details of the utilization of the proceeds has been disclosed in the Director's Report.

**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.

**7. Means of Communication**

All material information about the company is promptly submitted to the Bombay Stock Exchange Ltd. where the Company's shares are listed. Half-Yearly and Annual Financial Results will be sent to the exchange for the information of the shareholders. The financial results will also be displayed on the Company's web site [www.looksclinic.com](http://www.looksclinic.com). and on the official website of Bombay Stock Exchange Ltd. ([www.bseindia.com](http://www.bseindia.com)).

The Management Discussion and Analysis (MD&A) forms part of Annual Report.

## 3RD ANNUAL REPORT 2013 - 2014

### 8. General Shareholder Information

3rd Annual General Meeting:

Date Time & Venue	30th September, 2014 at 10.00 a.m. at 28/3, Next to Jari Mari Mandir, S.V.Road, Bandra (W) Mumbai : 400050
Financial Year	2013 - 14
Date of Book Closure	25th September, 2014 to 30th September, 2014
Stock Exchange	SME platform of BSE Ltd.
Stock Code Symbol	534422 / Looks

#### Market Price Data:

Since the Company's shares got listed on the SME platform of BSE Limited on 30th May, 2012 the details as are follow.

Month	High	Low	Month	High	Low
April, 2013	255.0	217.50	October, 2013	419.00	321.00
May, 2013	255.00	230.00	November, 2013	436.50	405.00
June, 2013	299.00	230.00	December, 2013	437.00	405.00
July, 2013	302.75	280.00	January, 2014	436.90	424.00
August, 2013	289.00	258.00	February, 2014	436.00	202.00
September, 2013	312.00	270.00	March, 2014	203.00	94.10

Registrar & Transfer Agent:  
Sharepro Services (I) Pvt. Ltd.  
13 AB Samhita Warehousing Complex,  
2nd Floor, Sakinaka Telephone Exchange Lane,  
Off Andheri-Kurla Road, Sakinaka,  
Andheri (E), Mumbai - 400 072.  
Tel: +91 22 67720337  
Fax: +91 22 8591568  
Email: anil.s@shareproservices.com  
Website: www.shareproservices.com

### Shareholding pattern as on 31.03.2014

Category of Shareholders	No. of shares held	Total shareholding as a % of total number of shares
Shareholding of Promoter and Promoter Group (A)	1575200	26.25
Bodies Corporate	1200000	20.00
Individual / HUF	375200	6.25
Mutual Funds	0	0.00
Financial Institutions / Banks	0	0.00
Insurance Companies	0	0.00
Foreign Institutional Investors	0	0.00
Market Makers	0	0.00
Total Institutions (B)	0	0.00
Bodies Corporate	0	0.00
Individuals holding nominal capital in excess of Rs. 1 lakh	0	0.00
Individuals holding nominal capital upto Rs. 1 lakh	0	0.00
NRI Repatriable	0	0.00
NRI Non Repatriable	0	0.00
Overseas Body Corporate	0	0.00
Foreign National	0	0.00
Total Non Institutions (C)	4424800	73.75
Total Public Shareholding (B+C)	4424800	73.75
Grand Total (A+B+C)	6000000	100.00

Shareholding (Range)	No. of shares	%	No. of shares	%
Less than 500	14	18.182	3400	0.057
500 - 1000	0	0.0000	0	0.000
1001 - 2000	4	5.195	5200	0.087
2001 - 3000	2	2.597	5800	0.097
3001 - 4000	1	1.299	3600	0.060
4001 - 5000	3	3.896	14600	0.243
5001 -10000	5	6.494	34800	0.580
10001 & above	48	62.338	5932600	98.877
<b>Total</b>	<b>77</b>	<b>100.00</b>	<b>6000000</b>	<b>100.00</b>

**By Order of the Board**  
**For Looks Health Services Limited**  
Sd/-  
**Pritesh Doshi**  
**Director**  
**DIN: 05155318**  
**Date: 02.09.2014**  
**Place: Mumbai**

### 3RD ANNUAL REPORT 2013 - 2014

#### Annexure A

The Attendance of each Director for the FY 2013-14 is given below:

Name of the Director	Category	Attendance Particulars for FY 2013-14		No. of other Directorships #	Committee Memberships	Committee Chairmanships
		Board Meeting	AGM			
Dr.Nishita Sheth	Managing Director	30th April, 2013 25th July, 2013 30th October, 2013 5th December, 2013 15th February, 2014	27th September, 2013	2	--	--
Dr.Prashant Vikram	Director	30th April, 2013 31st May, 2013 30th October, 2013 5th December, 2013 15th February, 2014	27th September, 2013	2	--	--
Mr.Pritesh Doshi	Whole time Director/ Compliance officer	30th April, 2013 31st May, 2013 25th July, 2013 30th October, 2013 5th December, 2013 15th February, 2014	27th September, 2013	3	-	-
Mr.D.P.Shetty	Non Executive Director	30th April, 2013 31st May, 2013 25th July, 2013 30th October, 2013 15th February, 2014	27th September, 2013	-  1	-  Member of 3 committes	-  Chairman of 3 committes
Mr.Narpatraj Bafna	Non Executive Director	30th April, 2013 31st May, 2013 25th July, 2013 30th October, 2013 5th December, 2013 15th February, 2014	27th September, 2013  .,	-  —	-  —	-  —
Mr. Deepak M Doshi	Non Executive Director	30th April, 2013 31st May, 2013 25th July, 2013 5th December, 2013 15th February, 2014	27th September, 2013  ,	4	Member in 2 Companies	--



## 3RD ANNUAL REPORT 2013 - 2014

# The Directorships held by Directors as mentioned above do not include alternate Directorships and Directorships of foreign companies, section 25 companies and private limited companies.

None of Directors of the Board serves as a member of more than ten committees nor is Chairman of more than five committees across all Companies in which he/ she is a Director ("Committees" considered for this purpose are those specified in Clause 52 of the Listing Agreement i.e. Audit Committee and Shareholders/Investors Grievance Committee except Looks Health Services Ltd..)

None of the Directors is related to any other.

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

**TO THE MEMBERS OF LOOKS HEALTH SERVICES LIMITED**

We have examined the compliance of the conditions of Corporate Governance procedures implemented by LOOKS HEALTH SERVICES LIMITED for the year ended on March 31, 2014, as stipulated in Clause 52 of the Listing Agreement of the said Company with the Bombay Stock Exchange in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 52 of the above mentioned Listing Agreement.

As on March 31, 2014 there were no valid investor grievance matters against the Company remaining unattended / pending for more than 30 days.

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

For S. D. MOTTA & ASSOCIATES  
Chartered Accountants

Sd/-

CA Sanjay D. Motta  
(Proprietor)

Membership No.: 107688  
Place: Dombivali  
Date: 02.09.2014

**CERTIFICATION BY MD / CFO**

**(Issued in accordance with the provisions of Clause 52 of the Listing Agreement)**

To,  
The Board of Directors  
Looks Health Services Limited.

Dear Sirs,

We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, we state that:

- a. i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;  
ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the financial year which are fraudulent, illegal or in violation 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 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
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Yours Sincerely  
Dr. Nishita Sheth  
Managing Director  
DIN: 02190381

Mr. Pritesh Doshi  
Director  
DIN - 05155318

Place: Mumbai  
Date: 02.09.2014.

**ANNUAL DECLARATION BY CEO / MANAGING DIRECTOR PURSUANT TO CLAUSE 52  
(1)(D)(ii) OF THE LISTING AGREEMENT**

I, Dr. Nishita Sheth , Managing Director of Looks Health Services Limited hereby declare that all the members of the Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 52(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges for the financial year ended 31st March, 2014.

By Order of the Board  
For Looks Health Services Limited

Sd/-  
Dr. Nishita Sheth  
Managing Director  
DIN: 02190381  
Date: 02.09.2014  
Place: Mumbai

**Management Discussion & Analysis Report**

**1. Industry Structure and Development**

**Surveillance Industry**

India has emerged as emerged as one of the five countries in the world in terms of the number of people undergoing surgical and non surgical procedures. India is viewed as one of the most progressive countries for cosmetic surgical procedures and this trend is expected to continue in the future. Cosmetic surgery in India has evolved from being considered a risky or impractical procedure that was demanded by overly beauty conscious women to a highly specialized and advanced niche of plastic surgery that helps people attain happiness with fewer risks and greater affordability.

This change in the mindset of people is a result of several factors. Firstly, the media has become much more widespread, disseminating honest and more detailed information regarding the safety of cosmetic surgical procedures. People are increasingly recognizing the fact that a plastic surgery is at par with adopting a new diet or exercise regimen since all such activities are aimed at the same objective, i.e. to improve one's appearance. Nevertheless, plastic cosmetic surgery offers an incomparable advantage to any other approach, i.e. the results are immediately visible and it can be customized with great precision.

According to industry experts, the cosmetic surgery market has been growing well in India as a result of increased awareness due to the easy availability of information and the rising exposure consumers have received through the internet as well as other forms of media. In India, the media has played a crucial role in changing the dressing sense as well as the outlook of consumers to matters such as cosmetic surgery. A procedure that was once looked at with suspicion has currently turned into a massive industry in itself.

**2. Opportunities & Threats**

Cosmetic surgeries were associated with celebrities and people of the affluent class at a point of time, but today these surgeries are increasingly being taken by the burgeoning middle class whose demand for them is based on their needs.

At present, more and more men and women from the upper middle class group are opting for cosmetic procedures to get attractive looks in order to grab lucrative jobs, best possible marriage partner and mainly get rid of any deformity that they feel impacts their self-confidence and self-esteem. Two of the major growth drivers of the Indian cosmetic industry among others are its affordability, which comes from the growing disposable income, and the consumer awareness resulting from the active efforts of the media - especially the print media.

**3. Segment wise performance**

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

**4. Outlook**

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. India is bound to become favorite medical tourism space in the world.

**5. Risks & Concerns**

Cosmetic surgery involves having a surgical procedure carried out by a plastic/cosmetic surgeon to improve the 'look' of a particular part of your body. Cosmetic surgery can not only improve physical appearance but it can also have emotional and psychological effects.

All forms of surgery are risky and cosmetic surgery is no exception. The first is the risk of the surgical procedure itself and the second is that of anesthesia.

The risks of plastic surgery vary with person to person and the procedure of plastic surgery patient and surgeons opt for. Again, the aspects and history related to the patient's health carry immense importance. For example patients suffering from certain diseases like diabetics or heavy smokers are prone to the dangers of plastic surgery in aftermath situation.

Possible complications for any surgical procedure include:

- " Infection at the incision site, which may worsen scarring and require additional surgery
- " Fluid build up under the skin
- " Mild bleeding, which may require another surgical procedure, or bleeding significant enough to re-

quire a transfusion

- " Obvious scarring or skin breakdown, which occurs when healing skin separates from healthy skin and must be removed surgically
- " Numbness and tingling from nerve damage, which may be permanent

Altering human physical appearance is as old as recorded history. Evolutionary biologists have linked our desire for altering the body to innate biological drives for partner selection and reproduction. We currently stand at a unique point in the history of such practices. Our unprecedented ability to alter human appearance raises new questions about the nature of non-therapeutic, cosmetic surgery, and the justification for altering the body for purposes other than to cure diseases. Science and technology offer us genetic engineering and gene therapy, prosthetic limbs and brain computer interfaces that change what we mean by human enhancement.

People have often questioned the justification for undergoing surgery to alter appearance rather than to cure infirmity. Many studies have failed to demonstrate the safety and long-term efficacy of certain cosmetic surgery procedures. There are additional risks in surgeries of long duration and in multiple surgeries. There is little work in this field on issues such as surgical experimentation and innovation; nor has it drawn up accepted guidelines of practice. Such issues are important because implicit in the practice of cosmetic surgery is the notion that physical beauty as defined by certain social norms is not only a goal to strive for, but also a goal for which one might undergo a potentially risky procedure. There is also the question of whether cosmetic surgery should resist or cater to a patient's desires

#### **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 31st March, 2014 stands at Rs. 6,00,00,000/- divided into 60,00,000 equity shares of Rs. 10/- each fully paid up.

##### **Reserves and Surplus**

The Reserves and Surplus is Rs. 86,012,019 as on the end of the Current year.

##### **Total Income**

During the year under consideration, total income was Rs. 32,016,928/- and same was decreased by 3.42 % in comparison to earlier year.

#### **8. Employee Relations:-**

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

#### **9. Our Strategy;**

Company has 5 operational Branches Bandra, Andheri, Goa (Calungut Beach & Panjim) & Santacruz. During the year under review, Company closed its branches at Delhi, Chembur and Dadar as the Strategy followed by the Company did not work out. 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**

**Sd/-**

**Pritesh Doshi**

**Director**

**DIN: 05155318**

**Date: 02.09.2014**

**Place: Mumbai**

**INDEPENDENT AUDITORS' REPORT**  
**TO**  
**THE MEMBERS,**  
**LOOKS HEALTH SERVICES LIMITED**  
(Earlier known as Monarch Health Services Ltd.)

**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, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 dis-

closures 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the Loss of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and

belief were necessary for the purpose of our audit;

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

FOR S. D. MOTTA & ASSOCIATES  
Chartered Accountants

Date : 30/05/2014  
Sanjay Motta  
Proprietor  
Place : Dombivali  
Proprietor  
Mem.No.107688

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

Referred to in Paragraph 1 under the heading of "report on other legal and regulatory requirements" of our report of even date -

- 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.
  - c) In our opinion, the Company has not disposed of a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
- 2. In respect of its inventories:
  - a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- 3. Company has not taken or granted any loans, secured or unsecured, from / to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- 4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.



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5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:

(a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, there were no transactions made in pursuance of contracts / arrangements that need to be entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs.5,00,000.

6. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the Company.

7. Although, the company did not have a formal internal audit system during the previous year, in our opinion, its internal control procedures involved reasonable internal checking of its financial and business transaction.

8. According to information and explanation given to us, provisions of cost records to be maintained pursuant to the Companies (Cost Accounting Records) Rules, 2011 as prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 are not applicable to the Company.

9. In respect of statutory dues:

a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess, and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts are payable in respect of the aforesaid dues were outstanding as at March 31, 2014 for a period of more than six months from the date of becoming payable.

b) Details of dues of Income Tax, Sale Tax, Custom Duty and Excise Duty which have not been deposited as on March 31, 2014 on account of disputes are given below:

Sr. No.	Name of the Statute	Nature of the Dues	Amt. (in Rs.) the amount relates	Period to which	Forum where dispute is pending
-	-	-	-	-	-

10. The Company has accumulated losses at the end of the financial year but are not more than 50% of networth. The Company has not incurred cash losses during the financial year covered by the audit & in immediately preceding financial year.

11. Based on our audit procedures and according to the information and explanations given to us, Company has not raised any funds from financial institutions, banks and debenture holders so the question of default in their repayment is not applicable.

12. In our opinion and according to the explanations given to us and based on the information available, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.

13. In our opinion, the Company is not a chit fund / nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.

14. The Company has not carried out any transactions in respect of dealing or trading in shares, securities, debentures and other investments. According to the information provided to us & from records it was seen that Company does not have any investments.

15. According to the information and explanation given to us by the management, Company has not given any guarantees for loans taken by others from banks and financial institutions.

16. The Company has not raised any term loans during the year so question of application of same is not applicable.

17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that no funds raised on short term basis have been used for long-term investment during the year.

18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, the Company has not issued any secured debentures.
20. The Company has not raised any capital by way of public issues during the year.
21. To the best of our knowledge and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year.

**FOR S. D. MOTTA & ASSOCIATES**  
**Chartered Accountants**

**Date :30/05/2014**  
**Sanjay Motta**  
**Proprietor**  
**Place : Dombivali**  
**Proprietor**  
**Mem.No.107688**

## 3RD ANNUAL REPORT 2013 - 2014

### LOOKS HEALTH SERVICES LIMITED

Balance Sheet as at March 31st, 2014

PARTICULARS	NOTE NO.	AS AT MARCH 31, 2014	AS AT MARCH 31, 2013
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholder's Funds			
(a) Share Capital	A	60,000,000	60,000,000
(b) Reserves and Surplus	B	86,010,815	86,053,643
(c) Money received against share warrants		-	-
(2) Share application money			
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		127,356	67,577
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	C	853,974	371,178
(c) Other current liabilities		-	-
(d) Short-term provisions	D	2,201,706	1,211,210
Total		149,193,850	147,703,608
<b>II. Assets</b>			
(1) Non-current assets			
(a) Fixed assets	E		
(i) Tangible assets		21,688,923	23,001,042
(ii) Intangible assets		118,846	138,098
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Deferred Revenue Expenditure		-	-
(c) Non-current investments		-	-
(d) Deferred tax assets (net)		-	-
(e) Loans & advances and deposits	F	4,582,000	5,743,637
(f) Other non-current assets (Misc.Exp.O/s.)	G	2,952,092	4,450,244
(2) Current assets			
(a) Inventories	H	523,289	641,840
(b) Trade receivables	I	110,840	11,500
(c) Cash and cash equivalents	J	259,791	3,325,160
(d) Short-term loans and advances	K	118,861,825	110,392,087
(e) Other current assets	L	96,244	-
Total		149,193,850	147,703,608

SIGNIFICANT ACCOUNTING POLICIES

M

NOTES TO ACCOUNTS

N

**FOR S.D. MOTTA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

**FOR LOOKS HEALTH SERVICES LIMITED**

**(SANJAY D. MOTTA)**  
**PROPRIETOR**  
**DATE - 30/05/2014**  
**PLACE - MUMBAI**

**DR. NISHITA SHETH**  
**DIRECTOR**

**MR. PRITESH DOSHI**  
**DIRECTOR**

### 3RD ANNUAL REPORT 2013 - 2014

#### STATEMENT OF PROFIT & LOSS A/C. FOR THE YEAR ENDED 31ST MARCH' 14

PARTICULARS	NOTE NO.	AMOUNT AS ON 31ST MARCH'2014	AMOUNT AS ON 31ST MARCH'2013
I. Revenue from operations	O	19,649,496	20,245,277
II. Other Income	P	12,367,432	12,905,326
III. Total Revenue (I +II)		32,016,928	33,150,602
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		2,763,111	3,387,425
Purchase of Services		1,491,749	1,253,908
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	Q	118,551	492,980
Employee Benefit Expenses	R	7,519,001	6,746,134
Financial costs		-	-
Depreciation and amortization expense	S	5,044,061	3,928,927
Other expenses	T	15,063,505	16,719,057
Total Expenses		31,999,978	32,528,431
V. Profit before exceptional and extraordinary items and tax	(III - IV)	16,950	622,171
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		16,950	622,171
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		16,950	622,171
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		59,779	183,913
XI. Profit(Loss) from the perid from continuing operations	(VII-VIII)	(42,829)	438,259
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-
XV. Profit/(Loss) for the period (XI + XIV)		(42,829)	438,259
XVI. Earning per equity share:			
(1) Basic		(0.01)	0.07
(2) Diluted		(0.01)	0.07

**SIGNIFICANT ACCOUNTING POLICIES**

M

**NOTES TO ACCOUNTS**

N

**FOR S.D. MOTTA & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**FOR LOOKS HEALTH SERVICES LIMITED**

**(SANJAY D. MOTTA)  
PROPRIETOR  
DATE - 30/05/2014  
PLACE - MUMBAI**

**DR. NISHITA SHETH  
DIRECTOR**

**MR. PRITESH DOSHI  
DIRECTOR**

### 3RD ANNUAL REPORT 2013 - 2014

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2014

Particulars	As at March 31, 2014	As at March 31, 2013
<b>NOTE : A</b>		
SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
6000000 EQUITY SHARES OF RS.10/- EACH (PREVIOUS YEAR 6000000 EQUITY SHARES OF RS.10/- EACH) ISSUED	60,000,000	60,000,000
6000000 EQUITY SHARES OF RS.10/- EACH (PREVIOUS YEAR 6000000 EQUITY SHARES OF RS.10/- EACH) SUBSCRIBED AND PAID UP	60,000,000	60,000,000
6000000 EQUITY SHARES OF RS.10/- EACH	60,000,000	60,000,000
<b>TOTAL RS.</b>	<b>60,000,000</b>	<b>60,000,000</b>
Par Value per Share (Rs.)	10	10

#### LIST OF SHAREHOLDERS HOLDING MORE THAN 5%

NAME OF SHAREHOLDER	QTY.	% TO TOTAL
MAXGAINZ FINSERVE PVT LTD	1,200,000	20.00
DSONS PROJECTS PVT LTD	591,200	9.85
KHANDWALA FINCAP PVT LTD	456,400	7.61
KISHORBHAI P. MANDALIA	424,400	7.07
JIGNESHKUMAR M SHAH	353,600	5.89

#### Reconciliation of no. of shares outstanding at the beginning and at the end of the year

PARTICULARS	As at 31st March, 2014 Qty.	As at 31st March 2013 Qty.
Number of Equity Shares at beginging of the Year	6,000,000	3,125,000
Add - Subscribed on Incorporation	-	-
Add - Public Issue	-	2,875,000
Add - Bonus Issue	-	-
Less - Buy Back	-	-
Number of Equity Shares at the end of the Year	6,000,000	6,000,000

#### RIGHTS OF EQUITY SHARES

The Company has one class of equity shares having a par value of Rs. 10 per share. Each Sharehoder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eliglble to receive the remaining assets of the Company, after distribution of all preferential amounts, In proportion of their shareholding.

### 3RD ANNUAL REPORT 2013 - 2014

**NOTE : B**

**RESERVES & SURPLUS**

1) SECURITIES PREMIUM A/C	90,000,000	90,000,000
{ ON 30,00,000 SHARES ISSUED AT RS.40/- PER SHARE INCLUDING RS.30/- PER SHARE AS PREMIUM (PREVIOUS YEAR ON 125000 SHARES ISSUED AT RS.40/- PER SHARE INCLUDING RS.30/- PER SHARE AS PREMIUM)}		
2) SURPLUS (BALANCE IN STATEMENT OF P&L A/C.)	(3,989,186)	(3,946,357)
	<b>86,010,814</b>	<b>86,053,643</b>

**CURRENT LIABILITIES**

**NOTE : C**

TRADE PAYABLES

Schedule 1	853,974	371,178
	<b>853,974</b>	<b>371,178</b>

**NOTE : D**

SHORT TERM PROVISION

Provision - Schedule 2	2,201,706	1,211,210
	<b>2,201,706</b>	<b>1,211,210</b>

**NON CURRENT ASSETS**

**NOTE : F**

LOANS & ADVANCES AND DEPOSITS

SECURITY DEPOSITS (UNSECURED BUT CONSIDERED GOOD) -

VAT DEPOSIT (MVAT)	25,000	25,000
OFFICE DEPOSIT (ANDHERI OFFICE)	-	533,637
OFFICE DEPOSIT (DELHI OFFICE)	-	600,000
OFFICE DEPOSIT (GOA OFFICE)	105,000	105,000
OFFICE DEPOSIT (BANDRA OFFICE)	1,500,000	1,500,000
OFFICE DEPOSIT (GOREGAON OFFICE)	2,500,000	2,500,000
OFFICE DEPOSIT (GOA PANJI CLINIC)	450,000	450,000
DEPOSIT FOR GAS	2,000	-
LEASE DEPOSIT (SURENDRA KUMAR)	-	30,000

<b>Total</b>	<b>4,582,000</b>	<b>5,743,637</b>
--------------	------------------	------------------

**NOTE : G**

Other non-current assets (Misc.Exp.O/s.)

Deffered Revenue Expenditure	62,832	103,333
IPO Expenses	2,889,260	4,346,911
	<b>2,952,092</b>	<b>4,450,244</b>

### 3RD ANNUAL REPORT 2013 - 2014

#### CURRENT ASSETS

##### NOTE : H

##### INVENTORIES

STOCK OF MEDICINES	523,289	641,840
(STOCK IS VALUED AT COST OR RELIASABLE VALUE WHICHEVER IS LESSER)		

##### NOTE : I

##### TRADE RECEIVABLE

MORE THAN SIX MONTHS OLD	-	-
OTHERS	110,840	11,500
(UNSECURED BUT CONSIDERED GOOD)	110,840	11,500

##### NOTE : J

##### CASH & BANK BALANCE

TIME DEPOSIT	-	280,731
PETTY CASH	19,574	20,236
CASH IN HAND	219,965	1,929,857
CURRENT A/C. WITH HDFC BANK LTD	10,309	994,364
KOTAK MAHINDRA BANK A/c	-	99,972
BANK OF BARODA	9,944	-
	<b>259,791</b>	<b>3,325,160</b>

##### NOTE : K

##### SHORT TERM LOANS, ADVANCES & DEPOSITS

##### 1) ADVANCES TO RELATED PARTIES (DIRECTOR)

DR.PRASHANT VIKRAM	-	485,407
DR. NISHITA SHETH	-	18,198
	-	<b>503,605</b>

##### 2) OTHER ADVANCES & DEPOSITS

TDS RECEIVABLE F Y 12-13	1,224,088	1,224,088
TDS RECEIVABLE F Y 13-14	292,020	-
PREPAID EXPENSES	5,771	-
SUMIT AGARWAL	-	3,000
DEPOSIT FOR IPO	-	1,200,000
PARAG THAKKAR	128,219	128,219
BAGRECHA TRADE SERVICES PVT. LTD.	49,187,592	44,882,337
SAMSNE REALITY	5,934,711	-
Maruti Gems	9,117,173	-
JUST DIAL	4,309	-
KESHA KHAMBATI	14,000	-
	<b>65,907,883</b>	<b>47,437,644</b>

### 3RD ANNUAL REPORT 2013 - 2014

<b>3) INTER CORPORATE DEPOSITS</b>		
GRS SHELTERS (P) LTD	21,283,498	19,003,123
HARSH TOBACCO P LTD	3,148,866	38,148,866
SAMSNE REALITY PVT. LTD.	-	5,298,849
HARIKESH SALES PVT. LTD.	28,521,578	-
Total (C)	52,953,942	62,450,838
Total (1+2+3)	118,861,825	110,392,087
<b>NOTE : L</b>		
OTHER CURRENT ASSETS		
NET VAT CREDIT	83,729	-
NET SERVICE TAX CREDIT	12,515	-
	96,244	-
<b>NOTE : O</b>		
REVENUE FROM OPERATIONS		
SALE OF SERVICES	12,647,855	16,342,903
SALE OF MEDICINE	7,009,879	
LESS - SALE RETURNED	(8,237)	3,902,374
	<b>19,649,496</b>	<b>20,245,277</b>
<b>NOTE : P</b>		
OTHER INCOME		
DISCOUNT RECEIVED	5,410	321,521
FOREIGN EXCHANGE FLACTUATION A/c	(2,257)	1,537
INTEREST ON INTER CORPORATE DEPOSITS	11,587,383	11,704,807
INTEREST ON LOAN	766,054	581,096
INTEREST RECEIVED ON FD	1,350	83,191
L Y SERVICE TAX CREDIT	-	213,022
Profit on Sale of Asset	9,462	-
ROUND OFF	30	151
	<b>12,367,432</b>	<b>12,905,326</b>
<b>NOTE : Q</b>		
CHANGES IN STOCK IN TRADE		
OPENING STOCK OF MEDICINES	641,840	1,134,820
LESS - CLOSING STOCK OF MEDICINES	523,289	641,840
	<b>118,551</b>	<b>492,980</b>
<b>NOTE : R</b>		
EMPLOYEE BENEFIT EXPENSES		
SALARY & BONUS EXPENSES	7,031,307	6,746,134
INCENTIVE EXPENSE	487,694	-
	<b>7,519,001</b>	<b>6,746,134</b>
<b>NOTE : S</b>		
DEPRECIATION & AMORTISATION EXPENSES		
DEPRECIATION OF FIXED TANGIBLE ASSETS	3,542,549	3,463,383
DEFERRED REVENUE EXPENDITURE WRITTEN OFF	35,501	8,167



### 3RD ANNUAL REPORT 2013 - 2014

PRELIMINARY EXPENSES W/OFF.	1,466,011	457,377
	<b>5,044,061</b>	<b>3,928,927</b>
<b>NOTE : T</b>		
ADMINISTRATIVE & OTHER EXPESES		
ADVERTISEMENT	5,056,537	5,406,887
ANNUAL LISTING FEES	129,600	50,000
AUDIT FEES	30,000	25,000
BOOKS & PERIODICALS & NEWSPAPER	6,816	7,658
BROKRAGE PAID	5,099	299,636
CONVEYANCE	153,841	245,617
COURIER EXP	22,663	32,793
CUSTOM DUTY	-	28,096
DIRECTORS REMUNERATION	195,000	373,890
ELECTRICITY CHARGES	619,414	595,164
FINANCIAL EXPS	91,815	59,134
FRANCHISEE COMMISSION	883,698	57,224
INSURANCE	2,886	16,000
INTEREST & LATE CHARGES	9,577	10,273
LABOUR CHARGES	157,555	27,095
LEGAL EXPENSE	13,440	-
LOSS ON SALE OF ASSET	613,892	-
MEMBERSHIP & SUBSCRIPTION CHARGES	26,352	
OFFICE/CLINIC EXPESES	531,450	838,611
PETROL EXPENSES	77,570	22,075
POSTAGE & TELEGRAM CHARGES	311	48,842
PRINTTING & STATIONERY	376,658	238,533
PROFESSIONAL FEES	37,000	158,555
PROPERTY TAXES	92,402	-
PT CHARGES	2,500	2,500
RENT	4,174,690	5,826,001
REPAIRS & MAINTANCE	292,236	169,334
RETAINER FEES	230,667	144,000
ROC FILLING FEES	2,500	24,050
SELLING & DISTRIBUTION EXPS	120,958	728,789
SHARE CONNECTIVITY CHARGES	40,521	173,668
SHOP & ESTABLISHMENT EXP.	66,180	-
STAFF WALFARE EXP	198,548	295,753
TELEPHONE CH.	224,954	220,490
TRANSPORTATION EXP.	58,912	61,033
TRAVELLING EXP	430,482	484,998
WATER EXP	56,780	37,959
WEB SITE DEVELOPMENT CH.	30,000	9,400
	<b>15,063,505</b>	<b>16,719,057</b>

**LOOKS HEALTH SERVICES LIMITED****Schedule M -****SIGNIFICANT ACCOUNTING POLICIES -****1. Basis of Preparation of Financial Statements**

The Financial Statements have been prepared under Historical Cost conventions and on accrual basis in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956, as adopted consistently by the Company.

**2. Use of Estimates**

The preparation of Financial Statements in conformity with Indian GAAP requires estimates and assumptions to be made, that affects the reported amounts of assets and liabilities on the date of the Financial Statements and the reported amounts of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

**3. Fixed Assets**

Fixed Assets are capitalized at cost less accumulated depreciation inclusive of purchase price, duties and other non refundable taxes, direct attributable cost of bringing asset to its working condition and financing cost till commercial production, if any.

Projects, if any, under which assets are not ready for their intended use are shown as Capital Work-in-Progress. However no project was undertaken during the year under review.

**4. Depreciation / Amortization**

Depreciation on fixed assets is provided on Written Down Value (WDV) at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.

**5. Inventories**

The inventories are stated at lower of cost and net realizable value, after providing for obsolescence, if any. Cost of Inventories comprises of all cost of purchase, cost of conversion and other cost incurred in bringing inventory to the present location and condition and valuation is inclusive of taxes and duties incurred on same.

**6. Revenue Recognition**

Revenue from sales transactions is recognized on transfer of significant risk and rewards of ownership, which generally is on the dispatch of goods. Revenue from services are recognized upon rendering of services & in case of sittings on the basis of completion of each sitting. Interest Income is recognized on accrual basis.

**7. Investment**

Investments are classified as Current & Non Current Investments. Current Investments are carried at lower of cost or Market / Fair Value determined on an individual investment basis. Non-Current investments are valued at cost. However no Investment was made by the Company during the year.

**8. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss A/c.

**9. Taxation**

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured as amount of tax payable in respect of taxable income for current year as per Income Tax Act 1961 after considering tax allowances and exemptions, if any. Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent year.

In view of higher depreciation benefit under Income Tax Act no taxable income arise and hence no provision is made for Current Years Income Tax. Deferred Tax liability is created on account of timing difference on Depreciation as per Companies Act and Income Tax Act.

**10. Leases****Operating Lease**

Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account.

11. Impairment of Assets

An asset is impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit & Loss in the year in which an asset is identified as Impaired. As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered "Impairment Loss".

12. Foreign Exchange Transactions

i) Transactions in Foreign currency are recorded at the rate of exchange prevailing on the date of the respective transactions or that approximates the actual rate at the date of the transaction.

ii) Monetary items denominated in foreign currencies at the yearend are restated at year end rates. In case of items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.

iii) Non-monetary foreign currency items are carried at cost.

iv) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss, except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets

13. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax which includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

14. Retirement Benefits

No provision is made for gratuity as according to management, no employees have crossed the mini-

mum length of service in the organization required for making gratuity payments.

15. Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for by way of note for -

a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or

b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

FOR S. D. MOTTA & ASSOCIATES  
Chartered Accountants

Date :30/05/2014  
Sanjay Motta  
Proprietor  
Place : Dombivali  
Proprietor  
Mem.No.107688

**SCHEDULE N -  
NOTES TO ACCOUNTS -**

1. Figures have been rounded off to the nearest rupee, wherever required.
2. Accounting standards as prescribed have been followed & reported wherever applicable.
3. In the Opinion of the Board the current assets, loans and advances will fetch the amounts stated, if realized in the ordinary course of business and adequate provision for all known liabilities of the company has been made. Balances shown under Loans, Advances, Sundry Debtors & Creditors are subject to confirmation, reconciliation and subsequent adjustment if any.
4. a) According to management, Company has not given any guarantee on behalf of the Directors or other officers.
5. The Company has not received information from vendors/suppliers regarding their status under the " Micro , Small & Medium Enterprises Act, 2006" and hence disclosure relating to amount unpaid for the period end together with interest paid or payable under this Act has not been given.
6. 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.
7. Previous Year's figures have been regrouped / reclassified wherever considered necessary to make them comparable with the current year figures.
8. Foreign Currency Transactions -
 

Particulars	Amount
Purchase import (USD 410 )	Rs. 22491/-
9. Earning Per Share (on Face Value of Rs.10/- each)

In determining the Earnings Per share, the company considers the net profit after tax which includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

Basic Earning Per Share	-	(0.01)
Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding =	(41625)/	6000000 = (Rs.0.01)
Diluted Earning Per Share	-	(0.01)
Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding =	(41625)/	6000000 = (Rs.0.01)
Diluted EPS is similar to Basic EPS as there are no potential equity share as on date.		

### 3RD ANNUAL REPORT 2013 - 2014

10. Fees paid to Auditor -  
Particulars  
For Tax & Statutory Audit  
For other work

Amount  
30000/-

11. As none of the employees have completed the minimum length of service as provided in payment of gratuity Act, 1972, no provision for gratuity is made by the Management.

12. Related Party Transactions -

According to management & from the records, following related parties transactions were noticed -

Name of the Party	Relation	Nature of Transaction	Amount (in Rs.) as on 31.03.14
Dr. Nishita Seth	Director	Rent for Bandra Office Premises	12,00,000/-
Dr. Prashant Vikram	Director	Rent for Bandra Office Furniture	9,00,000/-

**FOR S. D. MOTTA & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**FOR LOOKS HEALTH SERVICES LIMITED**

**(SANJAY D. MOTTA)**  
PROPRIETOR  
Date - 30/05/2014  
Place -Dombivali

**DIRECTOR                  DIRECTOR**

**NOTE : - E - FIXED ASSETS**

SR. NO.	Name of The Assets	GROSS BLOCK					DEPRECIATION		NET BLOCK	
		Cost on 01.04-2013	Addition During the year	Deletion During the year	Cost on 31.03.2014	UP TO 01.04-2013	For the Year	W.D.V. 31.03.2014	W.D.V. 31.03.2013	
	Tangible Assets :									
1	A.C	960,722	90,000	52,538	998,184	91,111	125,534	781,538	869,610	
2	Furniture & Fixtures	3,040,599	554,503	628,892	2,966,210	543,952	431,421	1,990,836	2,496,647	
3	Medical Equipment	20,266,746	2,059,610	-	22,326,356	2,581,815	2,590,282	17,154,259	17,684,931	
4	Computer & Accessories	919,852	52,750	-	972,602	77,323	161,010	734,269	842,529	
5	Electrical Equipment	1,293,782	135,745	-	1,429,527	202,780	211,785	1,014,962	1,091,002	
6	Two Wheeler - Goa	18,000	-	-	18,000	1,677	3,265	13,059	16,323	
	Total of Tangible Assets	26,499,701	2,892,608	681,430	28,710,879	3,498,659	3,523,297	21,688,923	23,001,042	
	Intangible Assets :									
7	Software Purchased	157,715	-	-	157,715	19,617	19,252	118,846	138,098	
	<b>TOTAL</b>	<b>26,657,415</b>	<b>2,892,608</b>	<b>681,430</b>	<b>28,868,593</b>	<b>3,518,276</b>	<b>3,542,548</b>	<b>21,807,769</b>	<b>23,139,140</b>	

NOTE :- - FIXED ASSETS DEPRECIATION AS PER INCOME TAX ACT.

SR. NO.	Name of The Assets	Rate of Dep	OPENING		Addition		Addition but not put to use	Deletion		TOTAL	DEPRECIATION		NET BLOCK W.D.V. 31.03.2014
			01.04-2013		Upto Sept	After Sept		Upto Sept	After Sept		Upto Sept	After Sept	
	Tangible Assets :												
1	A.C	10%	889,753	90,000	-	-	52,538	-	-	927,215	92,721	-	834,493
2	Furniture & Fixtures	10%	2,713,449	507,872	46,631	-	628,892	-	-	2,639,060	259,243	2,332	2,377,486
3	Medical Equipment	15%	17,476,522	971,904	397,706	-	-	-	-	18,846,132	2,767,264	29,828	16,049,040
4	Computer & Accessories	60%	606,874	-	52,750	-	-	-	-	659,624	364,124	15,825	279,675
5	Electrical Equipment	10%	1,151,778	129,200	696,545	-	-	-	-	1,977,523	128,098	34,827	1,814,598
6	Two Wheeler - Goa	15%	16,650	-	-	-	-	-	-	16,650	2,498	-	14,153
	Intangible Assets :												
7	Software Purchased	60%	65,415	-	-	-	-	-	-	65,415	39,249	-	26,166
	<b>TOTAL</b>		<b>22,920,441</b>	<b>1,698,976</b>	<b>1,193,632</b>	<b>-</b>	<b>681,430</b>	<b>-</b>	<b>-</b>	<b>25,131,619</b>	<b>3,653,197</b>	<b>82,812</b>	<b>21,395,610</b>

## 3RD ANNUAL REPORT 2013 - 2014

### VCU DATA MANAGEMENT LTD CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH , 2014

A. CASH FLOW FROM OPERATING ACTIVITIES	2013-14 (In Rs.)	2012-13 (In Rs.)
NET LOSS BEFORE TAX & EXTRA ORDINARY ITEMS	16,950	622,171
Adjustment For :		
Depreciation	3,542,549	3,463,383
Misc. Expenses Written off	-	-
Invetsment Written Off	-	-
Dividend Income	-	-
Profit / Loss on sale of Assets & Investment	-	-
Operating Profit Before Working Capital Changes	3,559,499	4,085,554
Adjustment For:		
Trade and other receivables	(195,584)	272,088
Inventories	118,551	492,980
Trade Payable & other liabilities	1,473,292	(6,209,955)
Cash Generated From Operations	4,955,758	(1,359,334)
Income Tax Deducted / Paid during the Year	-	-
Cash Flow From Operating Activities	4,955,758	(1,359,334)
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Addition to Fixed Assets	(2,892,608)	(5,427,366)
Sale of Fixed Assets	681,430	-
Purchase/ Sale of Investment	-	-
Loans & Deposits to Companies & Others	(7,308,100)	(109,577,815)
Dividend Income	-	-
Loss on Sale of Invetment	-	-
<b>NET CASH FLOW IN INVESTING ACTIVITIES</b>	<b>(9,519,279)</b>	<b>(115,005,182)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds From Borrowings ( Nett )	-	-
Proceeds From Share Capital	-	28,750,000
Proceeds From Share Premium	-	86,250,000
IPO Expenses	(1,498,152)	1,099,921
Net Cash Flow In Financing Activities	1,498,152	113,900,079
Net Changes In Cash and Cash Equivalents (A+B+C)	(3,065,368)	(2,464,437)
	-	-
Cash and Cash equivalents Opening	3,325,160	5,789,597
Cash and cash equivalents Closing	259,791	3,325,160
AS PER OUR SEPARATE REPORT OF EVEN DATE	0	(0)

**FOR S.D. MOTTA & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**(SANJAY D. MOTTA)  
PROPRIETOR  
DATE - 30/05/2014  
PLACE - MUMBAI**

**FOR LOOKS HEALTH SERVICES LIMITED**

**DR. NISHITA SHETH  
DIRECTOR**

**MR. PRITESH DOSHI  
DIRECTOR**

#### AUDITOR'S CERTIFICATE

**WE HAVE VERIFIED THE ABOVE CASH FLOW STATEMENT OF LOOKS HEALTH SERVICES LIMITED DERIVED FROM THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH'2013 AND FOUND TO BE DRAWN IN ACCORDANCE THEREWITH AND ALSO AS PER REQUIREMENTS OF LISTING AGREEMENT WITH THE STOCK EXCHANGE.**

As per our attached report of even date

**For S. D. Motta & Associates  
Chartered Accountants  
(Sanjay D. Motta)  
Proprietor**

Place:Dombivali  
Date -27th May 2014



## LOOKS HEALTH SERVICES LIMITED

Regd. office: 28/3, Next to Jari Mari Mandir, S.V. Road, Bandra (W) Mumbai: 400050

### ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the hall)

I hereby record my presence at the Annual General Meeting of the Company on 30th September, 2014.

Full Name of the Shareholder in Block Letters: \_\_\_\_\_

Folio No.: \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

Name of Proxy (if any): \_\_\_\_\_

(In Block Letters)

**Member's Signature**

**Signature of Proxy**

\*Strike out whichever is not applicable.

## LOOKS HEALTH SERVICES LIMITED

Regd. office: 28/3, Next to Jari Mari Mandir, S.V. Road, Bandra (W) Mumbai: 400050

### PROXY FORM

I/We \_\_\_\_\_ Of \_\_\_\_\_ being a member/members of Looks Health Services Limited hereby appoint \_\_\_\_\_ as my/our proxy to vote for me/us and on my /our behalf at the 3rd Annual General Meeting of the Company to be held on the 30th September, 2014 or at any adjournment thereof.

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2014

Revenue

Stamp

Ref. Folio No. \_\_\_\_\_

Signature \_\_\_\_\_

No. of Shares \_\_\_\_\_

- 1 The proxy need not be a member of the Company;
- 2 The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

**BOOK - POST**

**To**

*If undelivered, please return to :*

**LOOKS HEALTH SERVICES LIMITED**

Monarch Health Services Ltd. 28/3, Next to Jari Mari Mandir, S.V.Road,  
Bandra (w) Mumbai : 400050