

FORM A

Covering letter of annual report to be filed with stock exchange(s)
(Refer Clause 34(a) of Listing Agreement)

1.	Name of the Company	Looks Health Services Ltd
2.	Annual Financial Statement for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified/ Matter of Emphasis
4.	Frequency of observation	Not Applicable

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

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



FOR LOOKS HEALTH SERVICES LIMITED

Pritesh Doshi
Pritesh Doshi
Whole time Director

D.P. Shetty
D.P. Shetty
Chairman-Audit Committee



Date - 04/09/2015
Place - Mumbai

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LOOKS HEALTH SERVICES LIMITED

(Earlier Known as Monarch Health Services Limited)



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FY 2014 - 2015

CORPORATE INFORMATION

Board of Directors

Dr. Nishita Sheth
*Dr. Prashant Vikram
Pritesh Champalal Doshi
Deepak Meghraj Doshi
Dhruvaprakash Shetty
Narpatraj Rajmal Bafna

Managing Director
Director
Whole Time Director/Compliance Officer
Independent Director
Independent Director
Independent Director

* Dr. Prashant Vikram Resigned w.e.f. 7/01/2015 & appointed as C.F.O. w.e.f. 8/01/2015

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

Auditors

KRIPLANI MILANI & CO.
Office No. 203, Mint Chambers,
45 / 47, Mint Road, Opp. GPO,
Fort, Mumbai - 400001
Cell No.- 9860220400
Email - bharat@cakmco.com

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

Bankers

HDFC Bank Limited
Bank of Baroda
Kotak Mahindra Bank Ltd

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

NOTICE

NOTICE is hereby given that the Fourth 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 Wednesday, 30th September, 2015 at 1:00 P.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 2015 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 the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Kriplani Milani & Co, Chartered Accountants (Firm Registration No. 130461W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors."

- 3) To appoint a Director in place of Dr. Pritesh Doshi who retires by rotation and being eligible offers himself for reappointment.

Special Business:

- 4) To make issue of Bonus Equity shares by way of Capitalization of Share Premium -

To consider and if thought fit, to pass the following resolutions as a Special resolution:

"RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification or re enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall be deemed to

include a Committee of Directors duly authorized by the Board in this behalf), and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the securities premium of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of ₹10 (Rupees Ten only) each, credited as fully paid up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such record date as may be fixed in this regard by the Board, in the proportion of 3 (Three) equity share for every 4 (Four) existing equity share held by the Members on the footing that they become entitled thereto as capital and not as income and that such new shares, as and when issued and fully paid, shall rank pari passu with the existing issued Equity Shares of the Company in all respects including dividend"

"RESOLVED FURTHER THAT, no allotment letters shall be issued to the allottees for Bonus Shares to the shareholders who hold their existing Equity Shares in electronic form, as Bonus Shares shall be credited to their respective demat accounts within the period prescribed or that may be prescribed on this behalf, from time to time"

"RESOLVED FURTHER THAT for the shareholders who hold their existing Equity Shares in physical form, the share certificate(s) in respect of the Bonus Shares shall be completed and thereafter be dispatched within the period prescribed or that may be prescribed on this behalf, from time to time.

"RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date', save and except that they shall not be entitled to any dividend that may be declared before the 'record date"

"RESOLVED FURTHER THAT, the issue and allotment of said bonus shares to the extent that they relate to Non-Resident Indians (NRI's), Person of Indian Origin (PIO)/Overseas Corporate Bodies (OCB's) and other Foreign Investors of the Com-

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pany will be subject to the approval of the Reserve Bank of India (RBI) & any other regulatory authority, as may be required.

"RESOLVED FURTHER THAT, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company"

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit"

"RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, including, without limitations, filing of documents with all the statutory authorities and delegation of all or any of its powers herein conferred, to Mr. Pritesh Doshi or Dr. Nishita Sheth, Directors of the Company or Mr. Prashant Vikram, CFO of the Company"

5) Increased in Authorized share capital -

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

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General meeting, to increase the Authorized Share Capital of the Company from existing Rs. 6,00,00,000 (Rupees Six Crores) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- each to Rs. 12,00,00,000 (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- each by creation of additional 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

6) Alteration in the Capital Clause of Memorandum of Association -

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Board of Directors of the Company be and is hereby accorded, subject to the approvals of shareholders in the General meeting, for substituting Clause V of the Memorandum of Association of the Company with the following Clause V. The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each."

7) Alteration in Capital Clause of Articles of Association- To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 14, 61 and 64 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re enactment thereof for the time being in force), Article 3 (a) of the Articles of Association of the Company be and is hereby amended and substituted by the following:

3. (a) The authorized share capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only).
- 8) 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 : 04.09.2015
Place : Mumbai

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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 Member Register of the Company will remain closed from 23rd September, 2015 to 30th September, 2015 (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. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
10. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has to offer the facility of voting through electronic means.

In terms of notification issued by the Ministry of Corporate Affairs dated 19.03.2015 the Company being SME listed Company is exempt from e-voting and hence voting will be done by show of hands at the Annual General Meeting.
11. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at www.looksclinic.com

EXPLANATORY STATEMENT –

STATEMENT PURSUANT TO SECTION 102(1) & 110 OF THE COMPANIES ACT'2013 –

Item No.4

The Equity Shares of your Company are listed on BSE-SME Exchange. With a view to encourage participation of small investors, increase the liquidity of the shareholders & to expand the retail shareholder base, the Board has considered and recommended the bonus issue of 3 (Three) new Equity Share(s) for every 4 (Four) Equity Share held on the date on which transfer books are closed. The said Bonus Shares shall rank pari-passu with the existing Equity Shares.

Item no.5

Since the paid-up capital of the Company has already reached at par with the Authorized Share Capital of the Company; in order to issue further shares to the Shareholders, the Company must first increase its authorized share capital. Hence the boards of directors of the Company (Board) vide its resolution dated 24 July, 2015 has proposed to increase the authorized share capital of the Company. Pursuant to Sections 61(1) (a) and 64(1) (a) of the Companies Act, 2013, the shareholders of the Company must accord their consent to the proposed increase in the authorized share capital. The Board therefore seeks approval for the same. None of the Director is interested.

Item No.6

In order to reflect the increase authorized share capital of the Company, and in order to confirm to the requirements of the Companies Act, 2013, Clause V (a) of the Memorandum of Association of the Company must be amended. A draft of the amended Memorandum of Association with the following Clause V(a) was tabled and initialed for discussion: "...V(a) The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- each" . As Per section 13 of Compa-

nies Act, 2013, the alteration of the Memorandum of association of the Company requires the approval of shareholders. The Board now seeks the approval of shareholders for the same. None of the Director is interested.

Item No.7

In order to reflect the increase authorized share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013 the Articles of Association of the Company must be amended and restated. A draft of the amended and restated Articles of Association is tabled for discussion. As per section 14 of Companies Act, 2013 the alteration of the articles of association of the Company requires the approval of shareholders. The Board now seeks the approval of shareholders for the same. A draft of the altered Articles of Association with the following Article 3 (a) was tabled and initialed for discussion: "...3 (a) The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each."

None of other directors are concerned or interested in these resolutions except to the extent of their holding, if any.

The Board of Directors recommends the proposed resolution for acceptance by member.

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

Sd/-
Pritesh Doshi
Director
DIN: 05155318

Date : 04.09.2015
Place : Mumbai

ANNEXURE –

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

Name of the Director	Mr. Pritesh Doshi
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 31/03/15.	4
Chairmanship/Membership of other Committees as at 31/03/15.	—
No. of Shares held in Company as on 31/03/15.	70,000 Shares

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DIRECTOR'S REPORT

For the Financial Year Ended on 31st March, 2015

Dear Shareholders,

Your Directors have great pleasure in presenting the 4th Annual Report together with the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date.

1. FINANCIAL STATEMENTS & RESULTS:

a. Financial Results

The Company's performance during the year ended 31st March, 2015 as compared to the previous financial year, is summarized below: (Amount in Rs.)

Particular	For the Financial year ended 31st March, 2015	For the Financial year ended 31st March, 2014
Income	31035409	32016928
Less: Expenses	32541518	31999978
Profit/(Loss) before tax	(1506109)	16950
Less: Provision for tax/Deferred Tax	(102,373)	(59,779)
Income Tax of earlier years w/off	0	0
Exception Income	0	0
Exception expenditure	0	0
Profit after Tax	(1608482)	(42829)
No. of Equity Shares	6000000	6000000
EPS	(0.27)	(0.01)

b. Operations:

There was no change in nature of the business of the Company, during the year under review.

c. Subsidiaries:

Presently, there is no subsidiary of the Company.

d. Consolidated Financial Statements:

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

e. Dividend:

In order to conserve future resources, your Directors have not recommended any dividend for the financial year under review.

f. Revision of Financial Statement:

There was no revision of the financial statements for the year under review.

g. Deposits:

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

h. Disclosures Under Section 134(3)(L) Of The Companies Act, 2013:

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

i. Disclosure of Internal Financial Controls:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Internal Auditors of the Company for inefficiency or inadequacy of such controls.

j. Disclosure of Orders Passed By Regulators or Courts or Tribunal:

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

k. Particular of Contracts or Arrangement with Related Parties:

The details of transactions/contracts/arrangements entered by the Company with related party (ies) as defined under the provisions of Section 2(76) of the Companies Act, 2013, during the financial year under review, are furnished in Annexure II and forms part of this Report.

l. Particulars of Loans, Guarantees, Investments and Securities:

Full particulars of loans, guarantees, investments and securities provided during the financial year under review along with the purposes for which such loans, guarantees and securi-

ties are proposed to be utilized by the recipients thereof, has been furnished in Annexure III which forms part of this report.

m. Disclosure Under Section 43(A)(ii) Of The Companies Act, 2013:

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

n. Disclosure Under Section 54(1)(D) Of The Companies Act, 2013:

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

O. Disclosure Under Section 62(1)(B) Of The Companies Act, 2013:

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

p. Disclosure under Section 67(3) Of the Companies Act, 2013:

During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is furnished.

q. Initial Public Offering:

During The Year 2012 -13, the Company came out with an Initial Public Offering of 30,00,000 Equity Shares of the Face Value of Rs. 10/- Each for Cash at a Price of Rs. 40/- Per Share (Including a Share Premium) Aggregating to Rs. 1200 lacs.

The Public Issue opened for subscription on 12th May, 2012 and closed on 16th May, 2012. The basis of Allotment was finalized in consultation with the Designated Stock Exchange – Bombay Stock Exchange Limited on 24th May, 2012. The Company's Shares got listed on the SME Platform of BSE Limited w.e.f. 30th May, 2012.

r. Report On Utilization Of IPO Funds During The Year:

Particulars	Amount (In Rs.)
	31/03/2015
Funds raised from Public Issue (including share premium)	1,200.00
Less – Utilization of Funds	
Towards purchase of Fixed Assets (Med. & Off. Equipments)	80.40
Working Capital	137.48
IPO Expenses	42.32
Inter Corporate Deposits given (Temporary)	939.80

Company has utilised the funds raised from its IPO towards the object for which they were raised and balance unutilized were parked on temporary basis with various Corporate as ICD's on which interest was earned.

2. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

-Dr. Nishita Sheth (DIN No. 02190381), * Dr.Prasant Ramakant Vikram, Dhruvaprakash Shetty (Din No.05164804), Deepak Meghraj Doshi (Din No.00677220), Narpatraj Rajmal Bafna (Din No.05217709), Pritesh Champalal Doshi (Din No.05155318) are Directors of the Company.

* Dr. Prashant Vikram Resigned w.e.f. 7/01/2015 & appointed as C.F.O. w.e.f. 8/01/2015

Prasant Ramakant Vikram was appointed as Key Managerial Person designated as Chief Financial Officer of the Company.

b) DECLARATIONS BY INDEPENDENT DIRECTORS:

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

3. DISCLOSURES RELATED TO BOARD, COMMITTEES AND POLICIES:

a. BOARD MEETINGS:

The Board of Directors met Four times during the financial year ended 31st March 2015 in ac-

cordance with the provisions of the Companies Act, 2013 and rules made there under.

The dates on which the Board of Directors met during the financial year under review are 30th May, 2014, 02nd September, 2014, 14th November, 2014, 8th January, 2015, 28th January, 2015.

b. DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2015, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. such accounting policies have been selected and applied consistently and the Directors 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 31st March, 2015 and of the profit/loss of the Company for that year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

c. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of Directors as constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act.

The composition of the committee is as under:

1. Mr. Dhruvaprakash Shetty, Chairman & Independent Director
2. Mr. Pritesh Champalal Doshi, Member & Whole time Director

3. Mr. Deepak Meghraj Doshi, Member & Independent Director

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

Major criteria defined in the policy framed for appointment of and payment of remuneration to the Directors of the Company, are as under:

- Minimum Qualification
- Positive Attributes
- Independence
- Experience

d. AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises of:

1. Mr. Dhruvaprakash Shetty, Chairman & Independent Director
2. Mr. Pritesh Champalal Doshi, Member & Whole time Director
3. Mr. Narpatraj Rajmal Bafna, Member & Independent Director

The scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges.

During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

e. Stakeholders Relationship (Investor Grievance) Committee:

Committee Comprises of the following Directors –

Mr. Dhruvaprakash Shetty, Chairman & Independent Director

Mr. Pritesh Champalal Doshi Whole time Director

Mr. Narpatraj Rajmal Bafna, Independent Director

The Stakeholders Relationship (Investor Grievance) Committee attends to shareholders queries and solves them, ensures financial statements are provided and takes responsibility of shares transfer etc.

f. VIGIL MECHANISM POLICY (WHISTLE BLOWER POLICY) FOR THE DIRECTORS AND EMPLOYEES:

The Board of Directors of the Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc.

The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

g. RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

g. CODE OF CONDUCT:

Your Company has laid down a Code of Conduct ("Code") for all the Board Members and Senior Management Personnel of the Company. The Code is available on the website of the Company i.e. www.looksclinic.com. All Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2015.

h. CORPORATE SOCIAL RESPONSIBILITY POLICY:

As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Corporate Social Responsibility (CSR) Committee is not required to be formed for the Company.

i. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

A statement indicating the manner for evaluation of performance of the Board and its committee, individual Directors is attached with the Board Report as **Annexure IX** and forms part of this Report.

j. INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations are in place has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

4. AUDITORS AND REPORTS:

The matters related to Auditors and their Reports are as under:

a. OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2015:

The observations made by the Statutory Auditors in their report for the financial year ended 31st March 2015 read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b. SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED 31ST MARCH 2015:

Provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, mandates to obtain Secretarial Audit Report from Practising Company Secretary. VKM & Associates, Company Secretaries had been appointed to issue Secretarial Audit Report for the financial year 2014-15.

Secretarial Audit Report issued by VKM & Associates, Company Secretaries in Form MR-3 for the financial year 2014-15 forms part to this report. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

c. INTERNAL AUDITORS & INTERNAL AUDIT REPORT:

M/s S. D. Motta & Associates, Chartered Accountants performs the duties of internal

Auditors of the company and their report are reviewed by the audit committee from time to time.

d. RATIFICATION OF APPOINTMENT OF AUDITORS:

Pursuant to the provisions of Section 139 of the

Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Kriplani Milani & Co., Chartered Accountants, the Statutory Auditors of the Company have been appointed for a term of five years. However, their appointment as Statutory Auditors of the Company shall be required to be ratified by the Members at the ensuing Annual General Meeting. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

5. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013.

Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of Harassment.

6. OTHER DISCLOSURES:

Other disclosures as per provisions of Section 134 of the Act read with Companies (Accounts) Rules, 2014 are furnished as under:

a. Extract Of Annual Return:

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March 2015 made under the provisions of Section 92(3) of the Act is attached as Annexure XI which forms part of this Report.

b. Conservation Of Energy, Technology Absorption And Foreign Exchange Earnings And Outgo:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013

read with rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. Foreign exchange earnings and outgo etc. are furnished in Annexure XII which forms part of this report.

c. 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.

d. Particulars of Employees:

Pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees is annexed as Annexure IV.

e. Corporate Governance Certificate:

The Compliance certificate from the auditors or practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 52 of the SME Listing agreement shall be annexed with the report.

f. Listing Fees:

The Company confirms that it has paid the annual listing fees for the year 2015-16 to the Bombay Stock Exchange.

g. Acknowledgements and Appreciation:

Your Directors take this opportunity to thank the customers, shareholders, suppliers, bankers, business partners/associates, financial institutions and Central and State Governments for their consistent support and encouragement to the Company.

By Order of the Board
For Looks Health Services Limited

Sd/-
Pritesh Doshi
Director
DIN: 05155318

Date : 04.09.2015
Place : Mumbai

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ANNEXURE II

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	—	—
Nature of contracts/arrangements/transactions	—	—
Duration of the contracts / arrangements/transactions	—	—
Salient terms of the contracts or arrangements or transactions including the value, if any	—	—
Justification for entering into such contracts or arrangements or transactions	—	—
Date(s) of approval by the Board	—	—
Amount paid as advances, if any	—	—
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	—	—

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Dr. Nishita Sheth	Dr. Prashant Vikram
Nature of contracts/ arrangements/ transactions	Leave & License Agreement	Leave & License Agreement
Duration of the contracts / arrangements/transactions	60 Months	60 Months
Salient terms of the contracts or arrangements or transactions including the value, if any	Renting of office, clinic premises @ Rs.1,00,000/- p.m.	Renting Furniture For office & Clinic Use @ Rs.25,000/- p.m.
Date(s) of approval by the Board, if any	30 th May, 2014	30 th May, 2014
Amount paid as advances, if any	—	—

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ANNEXURE III

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details for loans & investments:

Name of the party	Nature & Purpose of transactions	Amount at the beginning of the year	Transactions during the year	Balance at the end of the year
Next Orbit Venture Fund	Investment	0	5,180,000	5,180,000
Hetvi Gems	Loans Given	—	6,100,000	6,100,000
Maruti Gems	Loans Given	9,117,173	23,882,827	33,000,000
Samsne Reality	Loans Given	5,934,711	712,165	6,646,876
Bagrecha Trade Service Ltd.	Inter Corporate Deposit	49,187,592	(33,069,368)	16,118,224
G R S Shelters (P) Ltd.	Inter Corporate Deposit	21,283,498	(3,783,498)	17,500,000
Harikesh Sales Pvt. Ltd.	Inter Corporate Deposit	28,521,578	3,080,330	31,601,908
Harsh Tobacco Pvt Ltd	Inter Corporate Deposit	3,148,866	(3,148,866)	—
TOTAL		117,193,418	(1046413)	116147008

Details for guarantees given:

Name of the party	Purpose for giving corporate guarantee	Amount of guarantee
NIL	NIL	NIL

ANNEXURE IX

STATEMENT ON MANNER OF EVALUATION OF BOARD OF DIRECTORS, COMMITTEE AND INDIVIDUAL DIRECTORS:

1. Board of Director's Evaluation

The Board of Directors of Looks Health Services Limited comprises of the following:

- Ms. Nishita Kishorchandra Sheth Managing Director
- Mr. Pritesh Champalal Doshi, Whole time Director
- *Mr. Prasant Ramakant Vikram Chief Financial Officer
- Mr. Dhruvaprakash Shetty Independent Director
- Mr. Narpatraj Rajmal Bafna, Independent Director
- Mr. Deepak Meghraj Doshi Independent Director

** Dr. Prashant Vikram Resigned w.e.f. 7/01/2015 & appointed as C.F.O. w.e.f. 8/01/2015*

The Board of Directors met 5 (Five) times during the year. The Board Members are accountable and responsible for the Company affairs and management decision making. They constantly improve themselves by participating in training, leading, valuing time and implementing skills.

2. Committee Evaluation

➤ Audit Committee:

Committee Comprises of the following Directors –

- | | |
|------------------------------|---------------------------------|
| Mr. Dhruvaprakash Shetty, | Chairman & Independent Director |
| Mr. Pritesh Champalal Doshi, | Whole time Director |
| Mr. Narpatraj Rajmal Bafna, | Independent Director |

During the year under review, 4 (four) Committee Meeting were held and all the members attended the meeting. The Audit Committee Members timely ensures the appointing, retaining and terminating the Independent Directors and Key Managerial Person.

➤ Nomination & Remuneration Committee:

Committee Comprises of the following Directors –

- | | |
|-----------------------------|---------------------------------|
| Mr. Dhruvaprakash Shetty, | Chairman & Independent Director |
| Mr. Pritesh Champalal Doshi | Whole time Director |
| Mr. Deepak Meghraj Doshi, | Independent Director |

During the year under review, 4 (four) Committee Meeting were held and all the members attended the meeting. The Nomination and Remuneration Committee Members ensures the remuneration and its limits to the Board of Directors & Key Managerial Personnel from time to time.

h. Stakeholders Relationship (Investor Grievance) Committee:

Committee Comprises of the following Directors –

- | | |
|-----------------------------|---------------------------------|
| Mr. Dhruvaprakash Shetty, | Chairman & Independent Director |
| Mr. Pritesh Champalal Doshi | Whole time Director |
| Mr. Narpatraj Rajmal Bafna, | Independent Director |

During the year under review, 5 (five) Committee Meeting were held and all the members attended the meeting. The Stakeholders Relationship (Investor Grievance) Committee attends to shareholders queries and solves them, ensures financial statements are provided and takes responsibility of shares transfer etc.

3. Independent Director's:

The separate meeting of the Independent Directors of the Company was held on March 31, 2015.

The Members evaluate the performance of Non- Independent Directors, the Board as a whole and the Chairperson of the Company.

Assess the quality, quantity and timeliness of the flow of information between the Company's management and the Board.

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ANNEXURE X

DISCLOSURE FOR RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND OTHER DETAILS AS PER RULE 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

Median Remuneration : Rs 14000
 Director 1: Remuneration : Rs. 20000
 Ratio : 1.4

The percentage increase in remuneration of each Director, if any, in the financial year:

Name of Person	Designation	Percentage increase in remuneration
Pritesh Doshi	WTD	Nil

The percentage increase in the median remuneration of employee in the financial year:

The average increase for the top performance block has been between 40-60%
 The average increase for the median performance block has been between 20-30%
 The average increase for the bottom performance block has been between 10-20%
 The percentage increase in the median remuneration of employee is 17%.
 The number of permanent employees on the rolls of the Company: 54 employees

Explanation on the relationship between average increase in remuneration and the Company's performance:

The average increase in directors in the remuneration of Director was 0% as against decrease in profit after tax (from ordinary activities) of 3656.63% during 2014-15.

Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

For the FY 2014-15, Key Managerial Personnel were paid - % of the net profit of the year.

Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies and the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

	As on 31st March, 2015 (Current F.Y.)	As on 31st March, 2014 (Previous F.Y.)	Increase / (decrease) in %
Market Capitalization (Rs. In lacs)	2556	5664	(54.87)
Price Earnings Ratio	(157.77)	(9440)	(98.32)

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average percentage increase in salaries of employees other than Managerial Personnel is 27.95%

Average increase in the remuneration of directors and other key managerial personnel was 0%

Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	% of Net Profit for FY 2014-15
Pritesh Doshi	0.00%

The key parameters for variable component of remuneration availed by the directors are as follows:

Not Applicable as Key Managerial Personnel get Fixed Component of Remuneration.

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The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Highest paid Director		Employees other than directors receiving remuneration in excess of the highest paid Director		Ratio of remuneration
Name of Director	Remuneration received (p.m.)	Name of Employee	Remuneration received (p.m.)	
Mr. Pritesh Doshi	Rs.20,000/-	Vinod pandey	Rs. 24,000/-	1.20
		Shazia Shah	Rs. 25000/-	1.25
		Saranpreet Kaur	Rs. 25000/-	1.25
		Vikram Vyas	Rs.26000/-	1.30
		Dr. Amruta	Rs. 30000/-	1.50
		Nashreen Khan	Rs. 30000/-	1.50
		Hitesh Ramesh Vardhan	Rs. 35000/-	1.75
		Anita R. Jain	Rs. 40000/-	2.00
		B D Shah	Rs. 45000/-	2.25
		Alpesh Darji	Rs. 50000/-	2.50
		D B Shah	Rs. 55000/-	2.75
Nasreen Khan	Rs. 100000/-	5.00		

Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company hereby affirms that the remuneration paid is as per the remuneration policy of the Company and that no excess remuneration exceeding the limits is paid to any of its employee or Director.

STATEMENT PURSUANT TO RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name of employee	NOT APPLICABLE
Designation of employee	
Remuneration received	
Nature of employment, whether contractual or otherwise	
Qualifications and experience of the employee	
Date of commencement of employment	
Age of such employee	
Last employment held by such employee before joining the Company % of equity shares held by the employee in the Company	
Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager	

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ANNEXURE XI

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2015

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

I. REGISTRATION AND OTHER DETAILS:

CIN	:	U93030MH2011PLC222636
Registration Date	:	1 st October, 2011
Name of the Company	:	Looks Health Services Limited
Category / Sub-Category of the Company	:	Public Company / Limited by shares
Address of the Registered office and contact details	:	28/3, Next To Jari Mari Mandir, Opp.Bandra Talao, S.V.Road, Bandra (W),Mumbai-400050
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Sharepro Services (I) Pvt. Ltd.13 AB, Samitha Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai - 400072

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/service	% to totalturnover of the company
1	Other beauty / cosmetic treatment services	99972900	47.79%
2	Dental Service	99931230	32.18%
3	Cosmetic Medicine	99622750	20.02%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	375200	0	375200	6.25	375200	0	375200	6.25	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	12000000	0	12000000	20.00	12000000	0	12000000	20.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(A)(1):	1575200	0	1575200	26.25	1575200	0	1575200	26.25	0.00
(2) Foreign									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2):	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	1575200	0	1575200	26.25	1575200	0	1575200	26.25	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Market Makers	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00

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(2) Non-Institutions									
a) Bodies Corp.	2107322	0	2107322	35.12	2107322	0	2107322	35.12	0.00
i) Indian	0	0	0	0	0	0	0	0	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual share-holders holding nominal share capital upto Rs. 1 lakh	133154	0	133154	2.22	133154	0	133154	2.22	0.00
ii) Individual share-holders holding nominal share capital in excess of Rs 1 lakh	2184324	0	2184324	36.41	2184324	0	2184324	36.41	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total(B)(2):	4424800	0	4424800	73.75	4424800	0	4424800	73.75	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	4424800	0	4424800	73.75	4424800	0	4424800	73.75	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	6000000	0	6000000	100.00	6000000	0	6000000	100.00	0.00

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	Maxgainz Finserve Pvt Ltd.	1200000	20.00	0.00	1200000	20.00	0.00	0.00
2.	Nishita K Sheth	236000	3.93	0.00	236000	3.93	0.00	0.00
3.	Pritesh Champalal Doshi	70000	1.17	0.00	70000	1.17	0.00	0.00
4.	Prashant Ramakant Vikram	69200	1.15	0.00	69200	1.15	0.00	0.00
	TOTAL	1575200	26.25	0.00	1575200	26.25	0.00	0.00

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iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE): No Change in Promoters Shareholding.

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	1575200	26.25	1575200	26.25
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	0	0.00	1575200	26.25
	At the End of the year	1575200	26.25	1575200	26.25

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Dsons Projects Private Ltd				
	At the beginning of the year	591200	9.85	591200	9.85
	Increase / Decrease during the year:				
	Sale During The Year	(591200)	(9.85)	—	—
	At the End of the year			—	—
2.	Khandwala Fincap Pvt Ltd				
	At the beginning of the year	456400	7.61	456400	7.61
	Increase / Decrease during the year:				
	Sale During The Year	(456400)	(7.61)	—	—
	At the End of the year			—	—
3.	Kishorbhai Pranjivandas Mandalia				
	At the beginning of the year	424400	7.07	424400	7.07
	Increase / Decrease during the year:				
	Sale During The Year	(424400)	(7.07)	—	—
	At the End of the year			—	—
4.	Jigishkumar Maheshbhai Shah				
	At the beginning of the year	353600	5.89	353600	5.89
	Increase / Decrease during the year:				
	Sale During The Year	(353600)	(5.89)	—	—
	At the End of the year			—	—
5.	Networth Stock Broking Ltd				
	At the beginning of the year	295400	4.92	295400	4.92
	Increase / Decrease during the year:				
	Purchase During The Year	27200	0.45	322600	5.37
	Sale During The Year	(313200)	(5.22)	9400	0.15
	At the End of the year	9400	0.15		

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6.	ASE Capital Markets Ltd				
	At the beginning of the year	255600	4.26	255600	4.26
	Increase / Decrease during the year:				
	Purchase During The Year	442800	7.38	698400	11.64
	Sale During The Year	(645200)	(10.75)	53200	0.89
	At the End of the year	53200	0.89		
7.	Shriram Insight Share Brokers Ltd				
	At the beginning of the year	196800	3.28	196800	3.28
	Increase / Decrease during the year:				
	Purchase During The Year	121600	2.02	318400	5.30
	Sale During The Year	(291324)	(4.855)	27076	0.45
	At the End of the year	27076	0.45		
8.	Vishal Harish Sharma				
	At the beginning of the year	120400	2.01	120400	2.01
	Increase / Decrease during the year:				
	Purchase/Sale During The Year	0	0.00	120400	2.01
	At the End of the year	120400	2.01		
9.	Sagar Harish Sharma				
	At the beginning of the year	120400	2.01	120400	2.01
	Increase / Decrease during the year:				
	Purchase/Sale During The Year	0	0.00	120400	2.01
	At the End of the year	120400	2.01		
10.	Goswami Infratech Pvt Ltd				
	At the beginning of the year	105200	1.75	105200	1.75
	Increase / Decrease during the year:				
	Purchase/Sale During The Year	0	0.00	105200	1.75
	At the End of the year	105200	1.75		
11.	Ratnakar Securities Pvt Ltd				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year:				
	Purchase During The Year			573200	9.55
	At the End of the year			573200	9.55
12.	Monarch Research & Brokerage Pvt Ltd				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year:				
	Purchase During The Year	492000	8.20	492000	8.20
	Sale During The Year	(81600)	(1.36)	410400	6.84
	At the End of the year			410400	6.84
13.	Gajjar Kalpesh				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year:				
	Purchase During The Year	373200	6.22	373200	6.22
	At the End of the year			373200	6.22

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14.	Pravin Dipchand Majithia				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year:				
	Purchase During The Year	18200	3.03	18200	3.03
	At the End of the year			18200	3.03
15.	Tirthankar Shares & Services Pvt Ltd				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year:				
	Purchase During The Year			112800	1.88
	At the End of the year			112800	1.88
16.	Ramesh Krishna Kulaye				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year:				
	Purchase During The Year			108800	1.81
	At the End of the year			108800	1.81
17.	JM financial Services Ltd				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year:				
	Purchase During The Year			103200	1.72
	At the End of the year			103200	1.72

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Directors and KMP				
1.	Nishita K Sheth				
	At the beginning of the year	236000	3.93	236000	3.93
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	0	0.00	236000	3.93
	At the End of the year	236000	3.93	236000	3.93
2.	Mr. Pritesh Doshi				
	At the beginning of the year	70000	1.17	70000	1.17
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	0	0.00	70000	1.17
	At the End of the year	70000	1.17	70000	1.17
3.	Prashant Ramakant Vikram				
	At the beginning of the year	692000	1.15	692000	1.15
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	0	0.00	692000	1.15
	At the End of the year	69200	1.15	692000	1.15

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II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

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

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount (In Lacs)
	Pritesh Doshi –Whole Time Director		
1	Gross salary	Rs.2,40,000/-	2.40
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	Rs.2,40,000/-	2.40
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0.00
2	Stock Option	0	0.00
3	Sweat Equity	0	0.00
4	Commission		
	- as % of profit	0	0.00
	- others, specify	0	0.00
5	Others, please specify	0	0.00
	Total (A)	Rs.2,40,000/-	2.40
	Ceiling as per the Act *	10% of the net profits	0.00

*In view of Loss, Minimum Remuneration is paid.

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B. REMUNERATION TO OTHER DIRECTORS: Not Applicable.

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	0	0	0	0	0
	Fee for attending board / committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2.	Other Non-Executive Directors					
	Fee for attending board / committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	—	—	—	—
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—	—	—
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	—	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission	—	—	—	—
	- as % of profit				
	- others, specify				
5	Others, please specify	—	—	—	—
	Total	—	—	—	—

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IV PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

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ANNEXURE XII

DISCLOSURE PURSUANT TO SECTION 134(3) (M) OF THE COMPANIES ACT 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014

(A) Conservation of energy:

Steps taken or impact on conservation of energy	The resources of the Company are utilized at its optimum level
Steps taken by the company for utilizing alternate sources of energy	The Company does not use alternate source of energy.
Capital investment on energy conservation equipments	—

(B) Technology absorption:

Efforts made towards technology absorption	-
Benefits derived like product improvement, cost reduction, product development or import substitution	-
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):	
Details of technology imported	-
Year of import	-
Whether the technology has been fully absorbed	-
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	-
Expenditure incurred on Research and Development	-

(C) Foreign exchange earnings and Outgo:

	1st April, 2014 to 31st March, 2015	1st April, 2013 to 31st March, 2014
	Amount in Rs.	Amount in Rs.
Actual Foreign Exchange earnings	-	-
Actual Foreign Exchange outgo	102850/-	22491/-

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CORPORATE GOVERNANCE REPORT

Your Company's Equity shares have been listed on Bombay Stock Exchange Limited (BSE) SME Segment 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.

Dr. Nishita Sheth is the Managing Director, Pritesh Doshi is the Whole Time Director, & Compliance officer, Dr. Prashant Vikram was a Director (Resigned w.e.f 7th January, 2015), 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 2014-15, the Board of Directors met 5 times on the following dates:

30th May, 2014, 02nd September, 2014, 14th November, 2014, 8th January, 2015, 28th January, 2015.

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 along with section 177 of the Companies Act, 2013. 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 Section 134(5) of the Companies Act, 2013;
 - 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 minute 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.

Nomination & 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 four times in a year and all the Committee members were present in the meeting

Stakeholder Relationship (Investor Grievance) Committee:

The Stakeholder Relationship (Investor Grievance) Committee was formed w.e.f 25th July, 2013 as per the requirements of BSE-SME Equity Listing Agreement.

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

Sr. No.	Name	Designation in the Committee	Nature of Director
1	Mr. Narpat Bafna	Chairman	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;

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- * 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.

Independent Directors' Meeting:

During the year under review, the Independent Directors met on March 31st March, 2015, inter alia, to discuss:

Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.

Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.

Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

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, 2015:

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 . R o a d , Bandra (W), Mumbai : 50.
2012 - 2013	27 th Sept, 2013	28/3, Next to Jari Mari Mandir, S . V . R o a d , Bandra (W), Mumbai : 50.
2013-2014	30th Sept,2014	28/3, Next to Jari Mari Mandir, S . V . R o a d , Bandra (W), Mumbai : 50.

2011-12: Special Resolution was passed for Change of Name of the Company.

2013-14: Special Resolution was passed for borrowing powers u/s. section 180(1)(c) of Companies Act,2013.

5. 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 detail 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.

6. 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 and on the official website of Bombay Stock Exchange Ltd. (www.bseindia.com).

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

7. General Shareholder Information

4th Annual General Meeting:

Date Time & Venue	30 th September, 2015 at 10.00 a.m. at 28/3, Next to Jari Mari Mandir, S.V.Road, Bandra (W) Mumbai : 400050.
Financial Year	2014 - 15
Date of Book Closure	23 rd September, 2015 to 30 th September, 2015
Stock Exchange	SME platform of BSE Ltd.
Stock Code Symbol	534422 / Looks

Market Price Data:

The details are as follows:

Month	High	Low	Month	High	Low
April, 2014	99.50	92.05	Oct., 2014	111.00	68.00
May, 2014	109.50	90.55	Nov., 2014	138.00	98.00
June, 2014	88.75	78.00	Dec., 2014	150.00	123.50
July, 2014	81.00	69.00	Jan., 2015	151.00	117.00
Aug., 2014	71.40	58.90	Feb., 2015	71.40	58.90
Sept., 2014	67.00	61.00	March, 2015	138.10	42.60

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 31.03.2015:

Category Code	Category of Shareholders	No. of shares held	Total share holding as a % of total number of shares
(A)	Shareholding of Promoter and Promoter		
(1)	Indian:		
(a)	Individual / HUF	375200	6.25
(b)	Central/State Government(s)	0	0.00
(c)	Bodies Corporate	1200000	20.00
(d)	Financial Institutions / Banks	0	0.00
(e)	Insurance Companies	0	0.00
(f)	Any other (Specify)	0	0.00
	Employee Welfare Trust	0	0.00

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	Sub Total (A)(1)	1575200	26.25
(2)	Foreign:		
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)		
(b)	Bodies Corporate		
(c)	Institutions	0	0.00
(d)	Qualified Foreign Investor	0	0.00
(e)	Any other (specify)	0	0.00
	Sub Total (A)(2)	0	0.00
	Total Holding of Promoter and Promoter group (A)=(A)(1)+(A)(2)	1575200	26.25
(B)	Public shareholding		
1	Institutions:		
(a)	Mutual fund/UTI	0	0.00
(b)	Financial Institutions / Banks	0	0.00
(c)	Central/State Government(s)	0	0.00
(d)	Venture capital funds	0	0.00
(e)	Insurance Companies	0	0.00
(f)	Foreign Institutional Investors	0	0.00
(g)	Foreign Venture Capital Investors	0	0.00
(h)	Qualified Foreign Investor	0	0.00
(i)	Any other (specify)	0	0.00
	Sub Total(B)(1)	0	0.00
B 2	Non Institutions		
(a)	Bodies Corporate	2107322	35.12
(b)	Individuals		
I	Individual share holding nominal share capital up to Rs.1 lakh	133154	2.22
II	Individual share holding nominal share capital in excess of Rs.1 lakh	2184324	36.41
(c)	Qualified Foreign Investor	0	0.00
(d)	Any other (specify)	0	0.00
(d-i)	NRI-Non Rep	0	0.00
(d-ii)	NRI-Rep	0	0.00
(d-iii)	Foreign National	0	0.00
(d-iv)	Overseas Corporate Bodies	0	0.00
(d-v)	Foreign Bodies	0	0.00
(d-vi)	Trust	0	0.00

(d-vii)	Clearing member	0	0.00
	Sub Total (B)(2)	4424800	73.75
	Total public Share Holding (B)=(B)(1)+(B)(2)	4424800	73.75
	TOTAL (A)+(B)	6000000	100.00
(C)	Shares held by custodian and against which Depository Receipts have been issued	0	0
1	Promoter and Promoter Group		
2	Public		
	Sub Total(C)		
	GRAND TOTAL (A)+(B)+(C)	6000000	100.00

Distribution of Shareholding as on 31.03.2015

Shareholding (Range)	No. of members	%	No. of shares	%
Less than 500	27	20.301	8600	0.143
500 – 1000	7	5.263	6200	0.103
1001 – 2000	11	8.271	17200	0.287
2001 – 3000	6	4.511	15800	0.263
3001 – 4000	0	0.000	0	0.000
4001 – 5000	5	3.759	23500	0.392
5001 – 10000	14	10.526	109454	1.824
10001 & above	63	47.368	5819246	96.987
Total	133	100.00	6000000	100.00

By Order of the Board
For Looks Health Services Limited

Sd/-
Pritesh Doshi
Director
DIN: 05155318

Date : 04.09.2015
Place : Mumbai

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Annexure A

The Attendance of each Director for the FY 2014-15 is given below:

Name of the Director	Category	Attendance Particulars for FY 2014-15		No. of other Directorships	Committee Memberships	Committee Chairmanships
		Board Meeting	AGM			
Dr. Nishita Sheth	Managing Director	30th May, 2014, 02nd Sep., 2014, 14th Nov., 2014, 08th Jan, 2015, 28th Jan, 2015	30 th September, 2014	2	—	—
Dr.Prashant	Director	30th May, 2014, 02nd Sep., 2014, 14th Nov., 2014, 08th Jan, 2015, 28th Jan, 2015	30 th September, 2014	2	—	—
Mr.Pritesh Doshi	Whole time Director/ Compliance officer	30th May, 2014, 2nd Sep., 2014, 14th Nov., 2014, 8th Jan, 2015, 28th Jan, 2015	30 th September, 2014	3	—	—
Mr.D.P.Shetty	Director	30th May, 2014, 2nd Sep., 2014, 14th Nov., 2014, 8th Jan, 2015, 28th Jan, 2015	30 th September, 2014	1	Member of 3 committees	Chairman of 3 committees
Mr.Narpatraj Bafna	Non Executive Director	30th May, 2014, 02nd Sep., 2014, 14th Nov., 2014, 08th Jan, 2015, 28th Jan, 2015	30 th September, 2014	—	—	—
Mr. Deepak M Doshi	Non Executive Director	30th May, 2014, 02nd Sep., 2014, 14th Nov., 2014, 08th Jan, 2015, 28th Jan, 2015	30 th September, 2014	4	Member in 2 Companies	—

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 Stakeholders Relationship/ (Investors Grievance) Committee except Looks Health Services Ltd)

None of the Directors is related to any other except Dr. Prashant Vikaram (Resigned w.e.f. 7th January, 2015) is husband of Dr. Nishita Sheth, Managing Director.

AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

TO THE MEMBERS OF LOOKS HEALTH SERVICES LIMITED (EARLIER KNOWN AS MONARCH 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, 2015, 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, 2015 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 **Kriplani Milani & Co.**
Chartered Accountants

Sd/-
Bharat Kriplani
(Partner)
Membership No.: 134969

Place : Mumbai
Date : 29.05.2015

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 disclose 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. Prashant R. Vikram
C.F.O.

Place : Mumbai
Date : 04.09.2015

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, 2015.

By Order of the Board
For Looks Health Services Limited

Sd/-
Dr. Nishita Sheth
Managing Director
DIN: 02190381

Date : 04.09.2015
Place : Mumbai

Management Discussion & Analysis Report

1. Industry Structure and Development:

India has 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. Notwithstanding the apparent growth of the cosmetic industry during the past four decades, there are currently more than 700 growing cosmetic companies competing in the market. Additionally, there are also market leaders that dominate the cosmetic industry. Consequently, it creates stiff and intensifying competition especially to those smaller companies as market leaders are putting pressure on these smaller cosmetic companies.

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 anaesthesia.

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 buildup under the skin
- Mild bleeding, which may require another surgical procedure, or bleeding significant enough to require 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, 2015 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. 84,402,333/- as on the end of the Current year.

Total Income:

During the year under consideration, total income is Rs.31, 035,409/-.

8. Employee Relations:

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

9. Our Strategy;

Company has 4 operational Branches Bandra, Andheri, Goa (Calungut Beach & Panji) . 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 : 04.09.2015
Place : Mumbai

FORM NO. : MR-3
SECRETARIAL AUDIT REPORT
FOR FINANCIAL YEAR ENDED ON MARCH 31, 2015
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

TO,
THE MEMBERS,
LOOKS HEALTH SERVICES LIMITED
28/3, NEXT TO JARI MARI MANDIR
OPP.BANDRA TALAO, S.V.ROAD,
BANDRA (W) MUMBAI-400050.

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period);
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 (Not applicable to the Company during the Audit period);
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period); and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The SME Listing Agreement entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- 1) *As per regulation 30(2) of SEBI (SAST) Regulation 2011 every listed company need to file disclosure under this regulation annually at 31st march every year of their promoter along with Person Acting in Concern (PACs) shareholding of the company but the company has failed to file disclosure under regulation 30 for the year under review.*

I further report that:

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

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable to the Company.

I further report that:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;
- 2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;
- 3) The Company has obtained all necessary approvals under the various provisions of the Act.

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

For P D Pandya & Associates
Practising Company Secretary

(Paresh Pandya)
Proprietor

Place : Mumbai
Date : 02/09/2015

ACS No.12123
C P No.: 4869

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

'ANNEXURE A'

TO, THE MEMBERS,
LOOKS HEALTH SERVICES LIMITED
28/3, NEXT TO JARI MARI MANDIR
OPP.BANDRA TALAO, S.V.ROAD,
BANDRA (W) MUMBAI-400050.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **P D Pandya & Associates**
Practising Company Secretary

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

Place : Mumbai
Date : 02/09/2015

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 (FORMERLY KNOWN AS MONARCH HEALTH SERVICES LTD.) (the Company), which comprise the Balance Sheet as at March 31, 2015, 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 Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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 whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143(3) of the Act, we report that:
 - a) We have sought & obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
- f) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. the Company has disclosed the impact, if any, of pending litigations, as at 31.03.2015, on its financial position in its financial statements;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Bharat R. Kriplani
Partner
Mem. No. 134969

Date : 29/05/2015
Place : Mumbai

Annexure to Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

1. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such physical verification.
2. In respect of its inventories:
 - a) The inventories have been physically verified during the period 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 was no material discrepancies noticed on physical verification of inventories as compared to the book records.
3. In respect of the loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
 - a) The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
 - b) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the parties listed in the register maintained under section 189 of the Act.
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. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.

5. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
6. The Central Government has prescribed the maintenance of cost records under section 148(1) of the Act but the same is not applicable to the Company.
7. In respect of statutory dues:
 - a) According to the information and explanations given to us and on the basis of records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess, and other material statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 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, 2015 on account of disputes are given below:

Sr. No.	Name of the Statute	Nature of the Dues	Amt. (In Rs.)	Period to which the amount relates	Forum where dispute is pending
1	-	-	-	-	-

- c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The total accumulated losses in the books of Accounts of the Company stood at Rs. 55.97 Lakhs including current year's book losses of Rs. 16.08 Lakhs. Company has not incurred cash losses during the financial year & in the immediately preceding financial year.

9. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
10. 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 during the year. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the Company.
11. The Company has not raised any term loans during the Period so the question of application of same does not arise.
12. 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 Period.

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

Bharat R. Kriplani
Partner
Mem. No. 134969

Date : 29/05/2015
Place : Mumbai

4TH ANNUAL REPORT 2014 - 2015

LOOKS HEALTH SERVICES LIMITED

(EARLIER KNOWN AS MONARCH HEALTH SERVICES LIMITED)

Balance Sheet as at March 31st, 2015

PARTICULARS	NOTE NO.	AS AT MARCH 31, 2015	AS AT MARCH 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	A	60,000,000	60,000,000
(b) Reserves and Surplus	B	84,402,333	86,010,814
(c) Money received against share warrants		-	-
(2) Share application money		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		229,729	127,356
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	-	-	-
(b) Trade payables	C	1,825,143	853,974
(c) Other current liabilities	-	-	-
(d) Short-term provisions	D	825,082	2,105,462
Total		147,282,287	149,097,606
II. Assets			
(1) Non-current assets			
(a) Fixed assets	E		
(i) Tangible assets		19,477,924	21,688,923
(ii) Intangible assets		39,010	118,846
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Deferred Revenue Expenditure		-	-
(c) Non-current investments	F	5,180,000	-
(d) Deferred tax assets (net)	-	-	-
(e) Loans & advances and deposits	G	96,928,784	66,938,960
(f) Other non-current assets (Misc.Exp.O/s.)	H	3,657,011	4,468,200
(2) Current assets			
(a) Inventories	I	1,702,350	523,289
(b) Trade receivables	J	106,178	110,840
(c) Cash and cash equivalents	K	1,999,180	259,791
(d) Short-term loans and advances	L	18,191,850	54,988,757
(e) Other current assets		-	-
Total		147,282,287	149,097,606

SIGNIFICANT ACCOUNTING POLICIES
NOTES TO ACCOUNTS

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**FOR KRIPLANI MILANI & CO.
CHARTERED ACCOUNTANTS**

FOR LOOKS HEALTH SERVICES LIMITED

**(BHARAT R. KRIPLANI)
PROPRIETOR
MEMBERSHIP No. 134969
FRN No. : 130461W**

**DR. NISHITA SHETH
MANAGING DIRECTOR
Din: 02190381**

**MR. PRITESH DOSHI
DIRECTOR
Din:05155318**

**DATE 29/05/2015
PLACE MUMBAI**

**PRASHANT VIKRAM
CHIEF FINANCIAL OFFICER**

4TH ANNUAL REPORT 2014 - 2015

STATEMENT OF PROFIT & LOSS A/C. FOR THE YEAR ENDED 31ST MARCH' 15

PARTICULARS	NOTE NO.	AMOUNT AS ON 31ST MARCH'2015	AMOUNT AS ON 31ST MARCH'2014
I. Revenue from operations	O	22,412,296	19,649,496
II. Other Income	P	8,623,112	12,367,432
III. Total Revenue (I +II)		31,035,409	32,016,928
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		4,151,838	2,763,111
Purchase of Services		1,393,192	1,491,749
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	Q	(1,179,061)	118,551
Employee Benefit Expenses	R	10,007,258	7,519,001
Financial costs	-	-	
Depreciation and amortization expense	S	3,809,065	5,044,061
Other expenses	T	14,359,227	15,063,505
Total Expenses		32,541,518	31,999,978
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(1,506,109)	16,950
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(1,506,109)	16,950
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(1,506,109)	16,950
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		102,373	59,779
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	(1,608,482)	(42,829)
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)		(1,608,482)	(42,829)
XVI. Earning per equity share:			
(1) Basic		(0.27)	(0.01)
(2) Diluted		(0.27)	(0.01)

SIGNIFICANT ACCOUNTING POLICIES

NOTES TO ACCOUNTS

**FOR KRIPLANI MILANI & CO.
CHARTERED ACCOUNTANTS**

**(BHARAT R. KRIPLANI)
PROPRIETOR
MEMBERSHIP No. 134969
FRN No. : 130461W**

**DATE 29/05/2015
PLACE MUMBAI**

M

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FOR LOOKS HEALTH SERVICES LIMITED

**DR. NISHITA SHETH
MANAGING DIRECTOR
Din: 02190381**

**MR. PRITESH DOSHI
DIRECTOR
Din:05155318**

**PRASHANT VIKRAM
CHIEF FINANCIAL OFFICER**

4TH ANNUAL REPORT 2014 - 2015

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE : A		
SHARE CAPITAL		
AUTHORISED SHARE CAPITAL		
6000000 EQUITY SHARES OF RS.10/- EACH (PREVIOUS YEAR 6000000 EQUITY SHARES OF RS.10/- EACH)	60,000,000	60,000,000
ISSUED		
6000000 EQUITY SHARES OF RS.10/- EACH (PREVIOUS YEAR 6000000 EQUITY SHARES OF RS.10/- EACH)	60,000,000	60,000,000
SUBSCRIBED AND PAID UP		
6000000 EQUITY SHARES OF RS.10/- EACH	60,000,000	60,000,000
TOTAL RS.	60,000,000	60,000,000
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
RATNAKAR SECURITIES PRIVATE LIMITED	573,200	9.55
MONARCH RESEARCH & BROKERAGE PVT LTD	410,400	6.84
GAJJAR KALPESH	373,200	6.22

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

PARTICULARS	As at 31st March, 2015 Qty.	As at 31st March 2014 Qty.
Number of Equity Shares at beginning of the Year	6,000,000	6,000,000
Add - Subscribed on Incorporation	-	-
Add - Public Issue	-	-
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 Shareholder 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 eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

4TH ANNUAL REPORT 2014 - 2015

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE : B RESERVES & SURPLUS		
1) SECURITIES PREMIUM A/C {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)}	90,000,000	90,000,000
2) Surplus / (Deficit) in Statement of Profit and Loss		
Balance at the beginning of the year	(3,989,186)	(3,946,357)
Add: Profit / (Loss) for the year	(1,608,482)	(42,829)
Balance at the end of the year	(5,597,667)	(3,989,186)
	84,402,333	86,010,814
CURRENT LIABILITIES		
NOTE : C TRADE PAYABLES		
Schedule 1	1,825,143	853,974
	1,825,143	853,974
NOTE : D SHORT TERM PROVISION		
Provision - Schedule 2	825,082	2,105,462
	825,082	2,105,462
NOTE : F NON CURRENT ASSETS		
NOTE : NON-CURRENT INVESTMENTS		
Next Orbit Venture Fund	5,180,000	-
	5,180,000	-
NOTE : G LOANS & ADVANCES AND DEPOSITS SECURITY DEPOSITS (UNSECURED BUT CONSIDERED GOOD) -		
VAT DEPOSIT (MVAT)	25,000	25,000
OFFICE DEPOSIT (GOA OFFICE)	105,000	105,000
OFFICE DEPOSIT (BANDRA OFFICE)	1,500,000	1,500,000
OFFICE DEPOSIT (GOA PANJI CLINIC)	450,000	450,000
DEPOSIT FOR GAS	-	2,000
INTER CORPORATE DEPOSITS / LOANS & ADVANCES		
SAMSNE REALITY	6,646,876	5,934,711
MARUTI GEMS	33,000,000	9,117,173
HARIKESH SALES PVT LTD	31,601,908	28,521,578
GRS SHELTERS PVT LTD	17,500,000	21,283,498
HETVI GEMS	6,100,000	-
Total	96,928,784	66,938,960

4TH ANNUAL REPORT 2014 - 2015

Particulars	As at March 31, 2015	As at March 31, 2014
NOTE : H		
Other non-current assets (Misc.Exp.O/s.)		
DEFERRED REVENUE EXPENDITURE	27,332	62,832
IPO EXPENSES	1,926,730	2,889,260
TDS RECEIVABLE	1,702,949	1,516,108
	3,657,011	4,468,200
CURRENT ASSETS		
NOTE : I		
INVENTORIES		
STOCK OF MEDICINES		
(STOCK IS VALUED AT COST OR RELIASABLE VALUE WHICHEVER IS LESSER)	1,702,350	523,289
NOTE : J		
TRADE RECEIVABLE		
MORE THAN SIX MONTHS OLD	-	-
OTHERS	106,178	110,840
(UNSECURED BUT CONSIDERED GOOD)	106,178	110,840
NOTE : K		
CASH & BANK BALANCE		
CASH IN HAND		
CURRENT A/C.	366,993	239,538
	1,632,187	20,253
	1,999,180	259,791
NOTE : L		
SHORT TERM LOANS, ADVANCES & DEPOSITS		
1) OTHER ADVANCES & DEPOSITS		
ADVANCE TO STAFF	73,626	-
PREPAID EXPENSES	-	5,771
OFFICE DEPOSITS GOREGAON	2,000,000	2,500,000
PARAG THAKKAR	-	128,219
JUST DIAL	-	4,309
KESHA KHAMBATI	-	14,000
	2,073,626	2,652,299
2) INTER CORPORATE DEPOSITS		
BAGRECHA TRADE SERVICES PVT. LTD.	16,118,224	49,187,592
HARSH TOBACCO P LTD	-	3,148,866
	16,118,224	52,336,458
	18,191,850	54,988,757

4TH ANNUAL REPORT 2014 - 2015

NOTES TO PROFIT & LOSS A/C.	31.03.2015	31.03.2014
NOTE : O		
REVENUE FROM OPRATIONS		
SALE OF SERVICES	17,924,960	12,647,855
SALE OF MEDICINE	4,487,337	7,001,642
	22,412,296	19,649,496
NOTE : P		
OTHER INCOME		
DISCOUNT RECEIVED	37,459	5,410
FOREIGN EXCHANGE FLACTUATION A/c	(7,238)	(2,257)
INTEREST ON INTER CORPORATE DEPOSITS & LOANS	8,592,891	12,353,437
INTEREST RECEIVED ON FD	-	1,350
Profit on Sale of Asset	-	9,462
ROUND OFF	-	30
	8,623,112	12,367,432
NOTE : Q		
CHANGES IN STOCK IN TRADE		
OPENING STOCK OF MEDICINES	523,289	641,840
LESS - CLOSING STOCK OF MEDICINES	1,702,350	523,289
	(1,179,061)	118,551
NOTE : R		
EMPLOYEE BENEFIT EXPENSES		
SALARY & BONUS EXPENSES	9,403,211	7,031,307
INCENTIVE EXPENSE	604,047	487,694
	10,007,258	7,519,001
NOTE : S		
DEPRECIATION & AMORTISATION EXPENSES		
DEPRECIATION OF FIXED TANGIBLE ASSETS	2,811,035	3,542,549
DEFERRED REVENUE EXPENDITURE WRITTEN OFF	35,500	35,501
PRELIMINARY EXPENSES W/OFF.	962,530	1,466,011
	3,809,065	5,044,061

4TH ANNUAL REPORT 2014 - 2015

NOTES TO PROFIT & LOSS A/C.	31.03.2015	31.03.2014
NOTE : T		
ADMINISTRATIVE & OTHER EXPESES		
ADVERTISEMENT	2,667,016	5,056,537
ANNUAL LISTING FEES	56,640	129,600
AUDIT FEES	33,708	30,000
BAD DEBTS	5,371,860	-
BOOKS & PERIODICALS & NEWSPAPER	4,286	6,816
BROKRAGE/ COMMISSION PAID	8,500	5,099
CONVEYANCE	69,098	153,841
COURIER EXP	11,190	22,663
CUSTOM DUTY	14,442	
DIRECTORS REMUNERATION	240,000	195,000
ELECTRICITY CHARGES	580,795	619,414
FINANCIAL EXPS	105,388	91,815
FRANCHISEE COMMISSION	(725,536)	883,698
FREIGHT & FORWARDING EXPENSE	30,195	-
INSURANCE	27,624	2,886
LEGAL EXPENSE	5,830	13,440
LOSS ON SALE OF ASSET	-	613,892
MEMBERSHIP & SUBSCRIPTION CHARGES	9,612	26,352
OFFICE/CLINIC EXPESES	861,629	698,582
PETROL EXPENSES	61,592	77,570
POSTAGE & TELEGRAM CHARGES	106	311
PRINTTING & STATIONERY	403,979	376,658
PROFESSIONAL FEES	-	37,000
PROPERTY TAXES	45,337	92,402
PT CHARGES	-	2,500
RENT	2,938,056	4,174,690
REPAIRS & MAINTANCE	389,479	292,236
RETAINER FEES	72,000	230,667
ROC FILLING FEES	-	2,500
SELLING & DISTRIBUTION EXPS	314,886	120,958
SHARE CONNECTIVITY CHARGES	92,570	40,521
SHOP & ESTABLISHMENT EXP.	1,640	66,180
STAFF WALFARE EXP	209,485	198,548
TELEPHONE CH.	276,234	224,954
TRANSPORTATION EXP.	-	58,912
TRAVELLING EXP	106,209	430,482
WATER EXP	34,197	56,780
WEB SITE DEVELOPMENT CH.	41,180	30,000
	14,359,227	15,063,505

LOOKS HEALTH SERVICES LIMITED

Schedule M –

Significant Accounting Policies & Notes to Accounts –

A. SIGNIFICANT ACCOUNTING POLICIES –

1. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

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. Projects, if any, under which assets are not ready for their intended use are shown as Capital Work-in-Progress.

4. Depreciation / Amortization

Depreciation on fixed assets is provided on Written down Value (WDV) at the rates and in the manner prescribed under Part C of Schedule II of the Companies Act 2013.

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 is recognized upon rendering of services. Dividend is recognized when the right to receive the payment is established and Interest Income is recognized on accrual basis, if any.

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.

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 Period comprise of current tax and deferred tax. Current tax is measured as amount of tax payable in respect of taxable income for current Period 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 Period and are capable of reversal in one or more subsequent Period.

In view of Loss incurred no provision was made for current Period's taxation.

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 on a Straight Line Basis over the Lease term.

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 Pe-

riod 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. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax/(loss) 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.

13. Related Party Transactions

As per accounting standard 18 (AS-18) Related party disclosures, notified in the companies (Accounting Standards) Rules 2006, the disclosure of transactions with the related parties defined in AS-18 are given below;

1. Key Managerial Personnel (KMP's) -

- a) Dr. Nishita Seth – Managing Director
- b) Dr. Prashant Vikram – C.F.O.
- c) Pritesh Doshi – W.T.D.

2. Relatives of Key Management Personnel –

Name of the Party	Nature of Relation
1. Dr. Nishita Seth	Wife of Dr. Prashant Vikram

3. Parties where control exists

Name of the Party	Nature of Control
a) Maxgainz Financial Services Limited	All 3 KMP's are Director in Maxgainz Financial Services Limited

4. Nature of Transactions

Name of the Party	Amount (P.A.)	Nature of Transaction
a) Dr. Nishita Seth	12, 00,000/-	Rent for Bandra Office Premises
b) Dr. Prashant Vikram	3, 00,000/-	Rent for Bandra Office Furniture

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 KRIPLANI MILANI & CO
CHARTERED ACCOUNTANTS**

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

FOR LOOKS HEALTH SERVICES LIMITED

**Pritesh Doshi
DIRECTOR
DIN: 05155318**

Date : 29/05/2015
Place : Mumbai

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, and 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 \$1879)	Rs. 102850/-

9. Earnings 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 earning 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 - (0.27)

Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = (16,08,482)/ 6000000 = (Rs.0.27)

Diluted Earning Per Share - (0.27)

Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = (16,08,482)/ 6000000 = (Rs.0.27)

Diluted EPS is similar to Basic EPS as there is no potential equity share as on date.

10. Fees paid to Auditor –

Particulars	2014-15	2013-14
For Tax & Statutory Audit	33708/-	30,000/-
For other work –	Nil	Nil

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.

4TH ANNUAL REPORT 2014 - 2015

12. Related Party Transactions - According to management & from the records, following related parties transactions were noticed -

Name of the Party	Amount	Nature of Transaction
a) Dr. Nishita Seth	12, 00,000/-	Rent for Bandra Office Premises
b) Dr. Prashant Vikram	3, 00,000/-	Rent for Bandra Office Furniture

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

FOR LOOKS HEALTH SERVICES LIMITED

Bharat R. Kriplani
Partner
Mem No. 134969
DIN: 05155318

Pritesh Doshi
DIRECTOR
DIN: 05155318

Date : 29/05/2015
Place : Mumbai

NOTE :- E - FIXED ASSETS

SR. NO.	Name of The Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		Cost on 01.04.2014	Addition During the year	Delition During the year	Cost on 31.03.2015	For the Year	31.03.2015	W.D.V. 31.03.2015	W.D.V. 31.03.2014
	Tangible Assets :								
1	A.C	998,184	-	-	998,184	237,472	454,118	544,066	781,538
2	Furniture & Fixtures	2,966,210	251,350	-	3,217,560	249,475	1,224,848	1,992,711	1,990,836
3	Medical Equipment	22,326,356	205,000	-	22,531,356	1,411,233	6,583,330	15,948,026	17,154,259
4	Computer & Accessories	972,602	-	-	972,602	482,325	720,658	251,944	734,269
5	Electrical Equipment	1,429,527	33,850	-	1,463,377	319,164	733,729	729,648	1,014,962
6	Two Wheeler - Goa	18,000	-	-	18,000	1,530	6,471	11,529	13,059
	Total of Tangible Assets	28,710,879	490,200	-	29,201,079	2,701,199	19,477,924	19,477,924	21,688,923
7	Intangible Assets : Software Purchased	157,715	30,000	-	187,715	109,836	148,705	39,010	118,846
	TOTAL	28,868,593	520,200	-	29,388,793	2,811,035	7,060,824	19,516,934	21,807,769

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

SR. NO.	Name of The Assets	Rate of Dep	Addition						TOTAL 31.03.2015	DEPRECIATION			NET BLOCK W.D.V. 31.03.2014
			OPENING 01.04-2014	Upto Sept	After Sept	Addition but not put to use	Upto Sept	Deletion After Sept		Upto Sept	After Sept	Total	
1	Tangible Assets : A.C	10%	834,493	-	-	-	-	834,493	83,449	-	-	83,449	751,044
2	Furniture & Fixtures	10%	2,377,486	33,750	217,600	-	-	2,628,836	241,124	10,880	-	252,004	2,376,832
3	Medical Equipment	15%	16,049,040	85,000	120,000	-	-	16,254,040	2,420,106	9,000	-	2,429,106	13,824,934
4	Computer & Accessories	60%	279,675	-	-	-	-	279,675	167,805	-	-	167,805	111,870
5	Electrical Equipment	10%	1,814,598	8,250	25,600	-	-	1,848,448	182,285	1,280	-	183,565	1,664,883
6	Two Wheeler - Goa	15%	14,153	-	-	-	-	14,153	2,123	-	-	2,123	12,030
7	Intangible Assets : Software Purchased	- 60%	- 26,166	-	30,000	-	-	56,166	15,700	9,000	-	24,700	31,466
	TOTAL		21,395,610	127,000	393,200	-	-	21,915,810	3,112,591	30,160	-	3,142,751	18,773,059

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Looks Health Services Ltd.

(Earlier known as Monarch Health Services Ltd.)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH , 2015

	As At 31st March, 2015	As At 31st March, 2014
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary Items	(1,506,109)	16,950
Adjusted for		
Depreciation	2,811,035	3,542,549
(Profit)/Loss on sale of assets	-	-
Other Income	-	-
Interest Income	8,623,112	12,367,432
Interest Expenses	-	-
Operating Profit before Working Capital changes	9,928,038	15,926,931
Adjustments for changes in working capital		
(Increase)/Decrease in Trade and Other Receivables	4,662	(99,340)
(Increase)/Decrease in Inventories	(1,179,061)	118,551
(Increase)/Decrease in Loans & Advances and Other C.A.	37,608,096	55,289,130
(Increase)/Decrease in Long term Loans & Advances	(29,989,824)	(61,195,323)
Increase/(Decrease) in Trade Payables	971,169	482,796
Increase/(Decrease) in other Current liabilities & Provisions	(1,280,379)	990,496
Cash generated from operations	16,062,702	11,513,241
Direct Taxes Paid	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES	16,062,702	11,513,241
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Sale of fixed assets	-	-
Purchase of Fixed Assets (Net) & Capital WIP	(520,200)	(2,892,608)
(Purchase)/Sales of Investments (Net)	(5,180,000)	681,430
Interest / Other income	(8,623,113)	(12,367,432)
NET CASH USED IN INVESTING ACTIVITIES	(14,323,313)	(14,578,610)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital	-	-
Proceeds from Share application Money	-	-
Proceeds from security premium	-	-
Proceeds from Short Term Borrowings	-	-
Decrease in Working Capital Borrowing from Banks	-	-
Interest paid	-	-
NET CASH FROM FINANCING ACTIVITIES	-	-
NET INCREASE IN CASH AND CASH EQUIVALANTS (A+B+C)	1,739,389	(3,065,369)
OPENING BALANCE OF CASH AND CASH EQUIVALANTS	259,791	3,325,160
CLOSING BALANCE OF CASH AND CASH EQUIVALANTS	1,999,180	259,791

FOR LOOKS HEALTH SERVICES LIMITED

DR. NISHITA SHETH
MANAGING DIRECTOR
Din:02190381

MR. PRITESH DOSHI
DIRECTOR
Din:05155318

MR. PRASHANT R. VIKRAM
CHIEF FINANCIAL OFFICER

AUDITOR'S REPORT ON CASH FLOW STATEMENT

We have examined the above Cash Flow Statement of M/s. Looks Health Services Ltd., derived from audited financial statements and the books and records maintained by the company for the period ended 31ST March 2015 and found the same in agreement therewith.

As per our attached report of even date
FOR KRIPLANI MILANI & CO.
Chartered Accountants

(Bharat R. Kriplani)
PARTNER
Membership No. 134969
FRN No. 130461W

Place : Mumbai
Date : 29th May 2015

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

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) _____
 Registered Address _____
 E-mail Id _____ Folio No /Client ID _____ DP ID _____

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name : _____ E-mail Id: _____
 Address: _____
 Signature , or failing him _____

Name : _____ E-mail Id: _____
 Address: _____
 Signature , or failing him _____

Name : _____ E-mail Id: _____
 Address: _____
 Signature , or failing him _____

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the _____ Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the 30 day of September, 2015 at 1.00 p.m. at 28/3, Next to Jari Mari Mandir, S.V.Road, Bandra (W) Mumbai: 400050 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Ratification of appointment of M/s. Kriplani Milani & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
3.	To appoint a Director in place of Mr. Pritesh Doshi who retires by rotation and being eligible offers himself for reappointment.		
4.	Issue of Bonus Equity shares		
5.	Increased in Authorized capital		
6.	Alteration in Capital Clause of Memorandum of Association		
7.	Alteration in Capital Clause of Article of Association		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 20____

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
Across Revenue Stamp

Affix
Revenue
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.



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 28th September, 2015.

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.

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If undelivered, please return to :

LOOKS HEALTH SERVICES LIMITED

Monarch Health Services Ltd. 28/3, Next to Jari Mari Mandir, S.V.Road,
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