

LOOKS HEALTH SERVICES LIMITED

(Earlier Known as Monarch Health Services Limited)



3RD ANNUAL REPORT
2013 - 2014

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LOOKS HEALTH SERVICES LIMITED

(Earlier Known as Monarch Health Services Limited)

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

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CORPORATE INFORMATION

Board of Directors

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

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

Additional Information

Registered Office

28/3, Next to Jari Mari Mandir,
S.V.Road, Bandra (W)
Mumbai : 400050
Tel: 022-2642 0655,
Website: www.looksclinic.com

Auditors

S. D. MOTTA & ASSOCIATES
3, Shanivar Nivas, Nava Pada, Subhash Raod,
Dombivli (W), Thane - 421202.
Cell No.- 9699940041
Email - mottasanjay@gmail.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

NOTICE

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

Ordinary Business

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

Special Business

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Deepak Meghraj Doshi (DIN NO. 00677220) Director of the Company whose period of office is liable to determination by retirement of directors by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director,

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

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

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

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

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

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

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

- 8) Voting through electronic means:

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

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

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

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

- (ii) Launch internet browser by typing the following URL in the address bar: www.evoting.nsdl.com

- (iii) Click on shareholder - Login

- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login.

- (v) Password change menu appears. Change the password with new password with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.

- (vi) Home page of e-Voting opens. Go to "eVoting" icon and select "Active Evoting Cycles".

- (vii) Select "EVEN" of Looks Health Services Limited.

- (viii) Now members are ready for e-Voting as Cast Vote page opens.

- (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.

- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to vkmassociates@gmail.com with a copy marked to evoting@nsdl.co.in and pritesh.doshi@looksclinic.com

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

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of item No. 11(d)(A) above to cast vote. (e) In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact NSDL at

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the following Telephone No: 022 2499 4200

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

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

Sd/-

Pritesh Doshi

Director

DIN: 05155318

Date: 02.09.2014

Place: Mumbai

NOTES:

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

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

8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
9. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT:

Item No 4 to 6:

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

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

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

terested, financial or otherwise.

Item No 7

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

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

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

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

Sd/-

**Pritesh Doshi
Director
DIN: 05155318**

**Date: 02.09.2014
Place: Mumbai**

ANNEXURE -

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

Name of the Director	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 31/03/14.	4 companies
Chairmanship/ Membership of other Committees as at 31/03/14.	—
No. of Shares held in Company as on 31/03/14.	70,000 Shares

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DIRECTORS' REPORT

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

Dear Shareholders,

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

FINANCIAL RESULTS (in Rupees)

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

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

REPORT ON UTILIZATION OF IPO FUNDS DURING THE YEAR

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

DIVIDEND

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

DEMATERIALIZATION OF SHARES

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

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

SUBSIDIARIES

Presently, there is no subsidiary of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

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

PUBLIC DEPOSITS

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

PARTICULARS OF EMPLOYEES

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

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

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

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

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

AUDITORS

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) In the preparation of the annual accounts for the year ended March 31, 2014, the applicable Accounting Standards have been followed and proper explanations were provided for material departures.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit and loss of the Company for that period.
- (iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors had prepared the annual accounts for the financial year ended March 31, 2014, on a going concern basis.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE

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

ACKNOWLEDGEMENT

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

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

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

**Pritesh Doshi
Director
DIN: 05155318**

**Date: 02.09.2014
Place: Mumbai**