

LOOKS HEALTH SERVICES LIMITED



Seventh Annual Report FY 2017-18

Contents -

Sr. No.	Particulars	Page No.
1	Corporate Information	1
2	Notice	2
3	Directors Report	13
4	Form MGT- 9 Extract of Annual Return	21
5	Corporate Governance Report	28
6	Management Discussion & Analysis Report	42
7	Details of the ratio of remuneration of each director to the median employee's remuneration	45
8	Secretarial Audit Report	46
9	Auditors' Certificate on Corporate Governance	49
10	CEO/CFO Certification	50
11	Independent Auditors Report	51
12	Financial Statements	59
13	Form SH-13	93
14	Proxy Form	95
15	Attendance Slip	96
16	Route Map	97

Corporate Information -**Board of Directors**

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

Additional Information:**REGISTERED OFFICE:**

A/203, Green Villa, above Pizza Hut,
Lokhandwala Complex, Andheri West,
Mumbai- 400053.

Tel: 022-62361730

Website: www.looksclinic.in

REGISTRAR & TRANSFER AGENT**Skyline Financial Services Private Limited**

D-153 A, 1st Floor, Okhla Industrial Area,
Phase- I, New Delhi - 110 020

Tel: 011-64732681-88

Fax: 011-26812682

Email: viren@skylinerta.com

BANKERS

HDFC Bank Limited

Bank of Baroda

Kotak Mahindra Bank Ltd

STATUTORY AUDITOR**Kriplani Milani & Co.**

Office No. 203 & 207, Mint Chambers,
45 / 47, Mint Road, Opp. Gpo,
Fort, Mumbai - 400001.

Tel:- 022 22650430/ 40058971

Email - kriplani.bharat@gmail.com

INTERNAL AUDITOR**Dhruvprakash & Co.**

B-408, Naman Midtown,
Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai- 400013

Tel: 022-24382100

Email- dpshetty@vsnl.com/
cadpshetty@gmail.com

SECRETARIAL AUDITOR**VKM & ASSOCIATES**

116, Trinity Bldg, 1st Floor,
Dr. C H Street, Behind Parsi Dairy,
Marine Lines (E), Mumbai -400002.

Tel :- 022 22077267 / 22077542

Email- vkmassociates@yahoo.com

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

NOTICE

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

Ordinary Business

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

Special Business

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**Rupali Verma
Company Secretary & Compliance Officer**

**Date: 01st September, 2018
Place: Mumbai**

NOTES:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 3, 4 and 5 of the accompanying Notice are annexed hereto.
2. Information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided hereunder as "**Annexure A**".
3. As required under SS-2 issued by ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to Annual Report and forms part of this Notice.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE SEVENTH ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.**

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

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

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

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

28. **E-Voting process:**

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

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

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

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

Procedure/ Instructions for e-voting are as under:

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

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

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

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

C. Other Instructions

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

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

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

By Order of the Board
For Looks Health Services Limited

Rupali Verma
Company Secretary & Compliance Officer

Date: 01st September, 2018
Place: Mumbai