



LOOKS HEALTH SERVICES LIMITED

NINTH ANNUAL REPORT

2020



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CORPORATE INFORMATION

<u>ISIN</u>	<u>CIN</u>	<u>SCRIP CODE</u>
INE204N01013	L93030MH2011PLC222636	534422

BOARD OF DIRECTORS

Mr. Pritesh Doshi	:	Chairman cum Whole-Time Director cum Chief Financial Officer
Ms. Pallavi Jadhav	:	Managing Director (Resigned w.e.f. 05 th September 2020)
Ms. Renukka Marwah	:	Managing Director (Appointed w.e.f. 05 th September 2020)
Mr. Devendra Sanghvi	:	Independent Director
Ms. Quincy Sanadhya	:	Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Deepesh Shah	:	Resigned with effect from 16 th October, 2019
Mr. Suchit Sharma	:	Appointed with effect from 15 th April, 2020

REGISTERED OFFICE

5 & 9, Floor - 1 & 2, Plot-27/33, Beaumon Chambers, Nagindas Master Lane,
Hutatma Chowk, Fort, Mumbai -400001.
Website: www.looksclinic.in

Email: lookshealthserv@gmail.com Phone No: 97734 13916

SECRETARIAL AUDITOR**STATUTORY AUDITORS****INTERNAL AUDITORS**

<u>VKM & ASSOCIATES</u>	<u>KRIPLANI MILANI & CO.</u>	<u>M/S. DHURVAPRAKASH & CO</u>
116, Trinity Bldg, 1 st Floor, 227, Dr. C H Street, Behind Parsi Dairy, Marine Lines (E), Mumbai -400002. Tel:22077267 Email: vkmassociates@yahoo.com	Office No. 203 & 207, Mint Chambers, 45 / 47, Mint Road, Opp. GPO, Fort, Mumbai - 400001 Tel No.- 022-22650430, 40058971 Email: kriplani.bharat@gmail.com	B-408, Naman Midtown, Senapati Bapat Marg, Elphinstone Road (West) Mumbai - 400013. Tel: 022-2438 2100 Email: cadpshetty@gmail.com

REGISTRAR & TRANSFER AGENT**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

A/505 Dattani Plaza, Andheri Kurla Road, Safeed Pool, Andheri (East), Mumbai - 400072
Tel: 022-49721245,022-28511022 Email: pravin.cm@skylinerta.com

BANKERS

HDFC Bank Limited Federal Bank Limited

NOTICE

NOTICE is hereby given that the **Ninth Annual General Meeting** of the Members of **Looks Health Services Limited** will be held at the newly shifted Registered Office of the Company situated at **5 & 9, Floor - 1 & 2, Plot - 27/33, Beaumon Chambers, Nagindas Master Lane, Hutatma Chowk, Fort, Mumbai - 400001** on **Wednesday, 30th day of September, 2020** at **02.30 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2020 including Audited Balance Sheet and Profit & Loss A/c together with the Auditors' Report & Board'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. Renukka Marwah (DIN: 07322611) as Managing Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') 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], approval of the Company, be and is hereby accorded to the appointment of Ms. Renukka Marwah (DIN: 07322611) as Managing Director of the Company for a period of 5 (Five) years w.e.f. 30th September, 2020 to 29th September, 2025 on the terms and conditions contained in the Agreement executed by and between Ms. Renukka Marwah.

RESOLVED FURTHER THAT the approval of the Company be accorded to the Board (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment, within the permissible statutory provisions, in such manner as may be agreed to between the Board and Ms. Marwah.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and take all steps as may be required in this connection, including seeking all necessary approvals and filing of necessary forms with Registrar of Companies, to give effect to this resolution."

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

**Suchit Sharma
Company Secretary & Compliance Officer**

Date: 05th September 2020
Place: Mumbai

NOTES: -

1. 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 as part of this report.
2. 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.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE NINTH 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.

4. 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.
5. The proxy-holder shall prove his identity at the time of attending the Meeting.
6. 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.
7. **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.**
8. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your 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 and vote.
9. In case of joint holders attending the meeting, only such joint holder who is highest in the order of names will be entitled to vote.
10. Members of the Company had approved the re-appointment of M/s. Kriplani Milani & Co, Chartered Accountants, as the Statutory Auditors of the Company to hold office for a period of further five years from the conclusion of the 8th Annual General Meeting till the conclusion of the 13th 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 09th Annual General Meeting.
11. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer books will remain closed from **Wednesday, 23rd day of September, 2020 to Wednesday, 30th day of September 2020 (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. In case of any queries regarding the Annual Report, members may write to lookshealthserv@gmail.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.
14. Members are requested to forward all communications/ correspondence/ grievances to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their DP ID/ Client ID in all correspondences with the Company.
15. 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).
16. 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.
17. 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.
18. 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.
19. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Notice along with Annual Report in electronic form only on the email ids registered with the Company and express its inability to dispatch hard copy of Notice along with Annual Report. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, your Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 20/2020 issued by Ministry of Corporate Affairs dated 5th May, 2020.
The process for registration of email addresses is as under:
 - a) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this AGM, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced, may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinerta.com/EmailReg.php> and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this AGM. In case of any queries, shareholder may write to admin@skylinerta.com.
 - b) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants.
20. The Notice for AGM along with instructions for e-voting along with Assent / Dissent Form, Attendance Slip and Proxy Form and Annual Report is being sent to all the Members in electronic form, to the e-mail addresses registered with their Depository Participants.

21. Members whose names appear on the Register of Members/List of Beneficial Owners as on **Wednesday, 23rd day of September, 2020** will be considered for the purpose of voting.
22. A copy of this notice together with Annual Report has been placed on the website of the Company www.looksclinic.in and will also be available on the website of BSE i.e. <https://www.bseindia.com/>
23. The permanent registration of e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.
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 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 Numbers 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 register your e-mail address with the Company's RTA, if not yet registered, 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 09th Annual General Meeting to be held on Wednesday, 30th day of September 2020. 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 09th 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 again at 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 **Wednesday, 23rd day of September, 2020** 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. **Wednesday, 23rd day of September, 2020** only. The e-voting facility is available at the link www.evoting.nsdl.com

PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>**Step 2:** Cast your vote electronically on NSDL e-Voting system.Details on **Step 1** are mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not yet registered, you are requested to follow the procedure as provided under the point 19(a) above under Notes to the notice.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on **Step 2** is given below:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL INSTRUCTIONS:

- i. The e-voting period commences on **Saturday, 26th day of September, 2020 (09.00 a.m. IST)** and ends on **Tuesday, 29th day of September, 2020 (05.00 p.m. IST)**. During this period, Members holding shares of the Company, as on **Wednesday, 23rd day of September, 2020 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 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.in 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**

**Suchit Sharma
Company Secretary & Compliance Officer**

Date: 05th September, 2020
Place: Mumbai

**ADDITIONAL INFORMATION ON DIRECTORS
RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT**

(As Required Under Regulation 36 (3) Of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015, Companies Act 2013 And Secretarial Standard at Ensuing Annual General Meeting are as Follows:

Name of the Director	Mr. Pritesh Doshi	Ms. Renukka Marwah
DIN	05155318	07322611
Date of Birth/ Age	23/06/1990 , 30 Years	17/11/1983, 36yrs
Nationality	Indian	Indian
Date of First Appointment	24/12/2011	05/09/2020
Designation	Chairman cum Whole Time Director cum CFO	Managing Director
Specialized Expertise	Good experience in Administrative & Financial Matters	Possesses rich experience in Business Management
Qualifications	B.Com	Post Graduate Diploma in Business Management
Remuneration last drawn	Rs. 3,60,000/- p.a	NIL
Remuneration Proposed to be paid	Rs. 3,60,000/-p.a	NIL
Terms and Condition of appointment/ re-appointment	As per letter of Appointment	As per letter of Appointment
Directorship of other Companies as at 31/03/20.	4	2
Chairmanship/Membership of other Committees as at 31/03/20.	3	N/A
No. of Board meeting attended during year	5	N/A
No. of Shares held in Company as on 31/03/20.	122500 Equity Shares	NIL
Relationship with existing Directors of the Company	None	None

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

**Suchit Sharma
Company Secretary & Compliance Officer**

Date: 05th September, 2020

Place: Mumbai