DIRECTORS' REPORT

To
The Members of
PNC Wellness Ltd

Your Directors submit to the shareholders the 18th Annual Report on the business and operations of the Company and the audited financial accounts for the year ended March 31, 2018.

OPERATIONS

In Rs. Lakh

	Year ended 31.03.2018	Year ended 31.03.2017
Total income (including other income)	0	0
Profit before tax	(5.72)	(5.77)
Exceptional and extraordinary items	0	0
Profit before tax	(5.72)	(5.77)
Provision for tax	(7.80)	(16.01)
Profit after tax	(13.52)	(21.78)

PRESENT ECONOMIC SITUATION AND PERFORMANCE OF THE COMPANY

There has been no material change in the nature of the business of the Company. It is in dialogue with other business enterprises to expand the wellness business through the digital medium. Your Company owns several wellness brands like Moksh, Power Yoga, Passion Yoga, Cool Yoga, Couple Yoga, etc. and is exploring avenues to commercialise its aforesaid brands by introducing them into a joint venture wellness enterprise. The holding Company is facilitating and supporting the revival of this Company's business.

DIVIDEND

Your directors do not recommend any dividend.

TRANSFER TO RESERVE

Your Company has not transferred any amount to general reserve.

PUBLIC DEPOSITS

There are no public deposits with the Company as at 31st March, 2018.

DIRECTORS

Nabankur Gupta, Director, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for reappointment.

NUMBER OF MEETING OF THE BOARDS

During the year the Board of Directors met four times viz May 24, 2017, August 10, 2017, November 10, 2017 and February 9, 2018.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of directors, to the best of their knowledge and ability, confirm that:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
b. they 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 at the end of the financial year and of the profit of the Company for that period;
c. they have taken proper and sufficient care for the 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 fraud and other irregularities;
d. they have prepared the annual accounts on a going concern basis;
e. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITOR'S REPORT

The auditor's report does not contain any qualifications, reservations or adverse remarks.

AUDITORS

The term of existing Statutory Auditors BD Jokhakar and Co, Chartered Accountants (FRN 104345W), is coming to an end at the conclusion of the forthcoming Annual General Meeting. Your Directors recommend re-appointment of BD Jokhakar and Co, Chartered Accountants, (FRN 104345W) to hold office for four more financial years from the conclusion of the forthcoming Annual General Meeting till the conclusion of 22nd Annual General Meeting to be held for the year ending on March 31, 2022.

PARTICULARS OF EMPLOYEES

The Company has no employee in respect of whom information under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is required to be annexed

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

Information as per section 134(3) (m): the particulars of Energy Conservation, Research and Development and Technology Absorption are not applicable.

There were no Foreign Exchange Earnings and Outgoing during the year under review.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

TRANSACTIONS WITH RELATED PARTIES

All Related Party Transactions entered into during the financial year were on an arm's length basis and in the ordinary course of business. Details of Related Party Transactions are disclosed in note No. 13 of the Audited Financial Statements of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

RISK MANAGEMENT

The Company has a Risk Management Policy, pursuant to the provisions of section 134 of the Act, which identifies and evaluates business risks and opportunities. This Policy seeks to create transparency, minimize adverse impact on business objective and enhance the Company's competitive advantage.

EXTRACT OF ANNUAL RETURN

Under section 92(3) of the Act, the extract of annual return is given in Annexure in the prescribed form MGT-9, which forms part of the report.

CORPORATE SOCIAL RESPONSIBILITY

Under section 135 (1) & (2) of the Act the requirement of developing a policy on CSR activity and implementing the same is not applicable to the Company since the Company does not meet the criteria. Accordingly, the Company has not taken steps relating to CSR activity.

PERSONNEL

There was no employee drawing remuneration of Rupees sixty lakh per annum or Rupees five lakh per month.

ACKNOWLEDGEMENT

The Board acknowledges the contribution of all associates for their support.

For and on behalf of the Board

Pallab Bhattacharya	Yatender Verma
Director	Director
DIN: 00008277	DIN: 00009354

Mumbai, July 18, 2018

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2018

[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:

i) CIN –U55100MH1999PLC120196

ii) Registration Date : June 04, 1999

iii) Name of the Company – PNC Wellness Limited

iv) Category / Sub-Category of the Company – Company Limited by shares

v) Address of the Registered office and contact details –

PNC Wellness Limited, 87/88 Mittal Chambers, Nariman Point, Mumbai 400021

Tel: 91-22-42130000

Fax: 91-22-42130033

Website: www.pritishnandycom.com

vi) Whether listed company - No

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : N.A

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 total turnover of the company
1	Operation & Maintenance of Gymnasium and fitness centre	92411	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

S. N0	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1	Pritish Nandy Communications Limited Address: 87/88 Mittal Chambers, Nariman Point, Mumbai 400021(India)	L22120MH1993PLC074214	Holding Company	100%	2(87)

IV. 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	0	0	0	0	0	0	0	0	0
b) Central Govt		0	0	0		0	0	0	
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	660,000	660,000	100	0	660,000	660,000	100	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	0	660,000	660,000	100	0	660,000	660,000	100	0
(2) **Foreign**									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	660,000	660,000	100	0	660,000	660,000	100	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	660,000	660,000	100	0	660,000	660,000	100	0
B. **Public Shareholding**									
1. **Institutions**									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0

i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. **Non-Institutions**									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b)Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	660,000	660,000	100	0	660,000	660,000	100	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	660,000	660,000	100	0	660,000	660,000	100	0

(ii)***Shareholding of Promoters***

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of 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	% change in share holding during the year
1	Pritish Nandy Communications Limited	660,000	100	0	660,000	100	0	0
	Total	660,000	100	0	660,000	100	0	0

(iii) ***Change in Promoters' Shareholding (please specify, if there is no change)***

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	No Change			
	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):				
	At the End of the year				

(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	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	It is a 100% wholly owned subsidiary company.			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	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	0	0
	At the End of the year	0	0	0	0

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total	0	0	0	0
Change in Indebtedness during the financial year				
☐ Addition	0	0	0	0
☐ Reduction	0	0	0	0
Net Change	0	0	0	0

Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	 0 0 0	 0 0 0	 0 0 0	 0 0 0
Total	0	0	0	0

VI. 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
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
	Total (A)	0	0	0	0	0
	Ceiling as per the Act	0	0	0	0	0

B. ***Remuneration to other directors:***

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
	3. Independent Directors ☐ Fee for attending board / committee meetings ☐ Commission ☐ Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
	4. Other Non-Executive Directors ☐ Fee for attending board / committee meetings ☐ Commission ☐ 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/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please Specify	0	0	0	0
	Total	0	0	0	0

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment, or compounding of offence during the year ended March 31, 2018.

For and on behalf of the Board

Pallab Bhattacharya
Director
DIN: 00008277

Yatender Verma
Director
DIN: 00009354

Mumbai, July 18, 2018

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF PNC WELLNESS LIMITED

Report on the Indian Accounting Standards (Ind AS) Financial Statements

We have audited the accompanying Ind AS financial statements of **PNC Wellness Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS 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 of these Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS 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 thereunder.

We conducted our audit of the Ind AS financial statements 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

B. D. JOKHAKAR & CO. ★ MUMBAI ★ CHARTERED ACCOUNTANTS

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Mumbai-400 001. INDIA
Tel. : +91 - 22 - 22654882 / 22651731
Fax : +91 - 22 - 22657093
E-mail : bdj@bdjokhakar.com
Website : www.bdjokhakar.com

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018, and its loss (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to Note 23 to the financial statements which relates to the retaining of deferred tax assets of Rs. 56.23 lakhs created against the accumulated losses in the books, in view of the plans of revival of business as described in the note.

Our opinion is not modified in respect of this matter.

Other Matters

The comparative financial information of the Company for the year ended 31st March 2017 and the transition date opening balance sheet as at 1st April 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting Standards) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31st March 2017 and 31st March 2016 dated 24th May, 2017 and 26th May, 2016, respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government in terms of section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

B. D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

(e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) 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 of pending litigations on its financial position in its Ind AS financial statements – Refer Note no 21 to the Ind AS financial statements;

ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No: 104345W

B. D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 25th May, 2018

Pramod Prabhudesai
Partner
Membership No. 032992

ANNEXURE A TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on Ind AS financial statements of even date)

(i) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no fixed assets held by the Company during the year. Therefore sub clause (a), (b) and (c) of the paragraph 3 (i) of the Order is not applicable to the Company.

(ii) The Company did not carry on any manufacturing or trading activity and did not have any inventory during the year. Therefore paragraph 3 (ii) of the Order is not applicable to the Company.

(iii) As informed to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore paragraph 3 (iii) of the Order is not applicable to the Company.

(iv) According to the information and explanations given to us, the company has not given any loans, made investments, provided guarantees and securities during the year as contemplated under section 185 and 186 of the Act.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public during the year. Therefore, paragraph 3(v) of the Order is not applicable.

(vi) According to information and explanations given to us, the maintenance of cost records under Section 148 (1) of the Act is not prescribed under the Companies (Cost Records and Audit) Rules, 2014.

(vii) (a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, goods and services tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable to it have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, there were no undisputed statutory dues as mentioned above in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no disputed amounts payable in respect of income tax, sales tax, service tax, goods and services tax, duty of customs and value added tax outstanding as at the year-end.

(viii) According to the information and explanations given to us, the Company does not have any dues from financial institution, bank, government or debenture holders. Therefore, paragraph 3(viii) of the Order is not applicable.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Therefore, paragraph 3(ix) of the Order is not applicable.

(x) To the best of our knowledge and belief 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 course of our audit.

B. D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

(xi) The Company has not paid or provided any managerial remuneration during the year.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, paragraph 3(xii) of the Order is not applicable.

(xiii) In our opinion opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, all transactions with the related parties are in compliance with section 177 and 188 of the Act, where applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, no preferential allotment or private placement of shares or fully or partly convertible debentures has been made by the Company during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him as specified under section 192 of the Act. Therefore, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and therefore the provisions of paragraph 3(xvi) of the Order is not applicable.

For B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No: 104345W

B. D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 25th May, 2018

Pramod Prabhudesai
Partner
Membership No. 032992

ANNEXURE B TO THE AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of Independent Auditors' Report on Ind AS financial statements of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of PNC Wellness Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

B. D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that
(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. D. Jokhakar & Co.
Chartered Accountants
Firm Registration No: 104345W

B. D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 25th May, 2018

Pramod Prabhudesai
Partner
Membership No. 032992

PNC WELLNESS LTD

Balance sheet as at March 31, 2018

(In Rs lakh)

	Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
I	**ASSETS**				
	Non-Current Assets				
	a.Deferred tax assets	3	56.23	64.03	80.04
	Total Non Current Assets		**56.23**	**64.03**	**80.04**
	Current Assets				
	a. Financial Assets				
	i. Cash and Cash Equivalents	4	0.74	0.11	0.05
	ii. Other financial assets	5	30.00	30.00	30.00
	b. Other Current assets	6	3.25	2.48	2.96
	Total Current Assets		**33.99**	**32.59**	**33.01**
	TOTAL ASSETS		**90.22**	**96.62**	**113.05**
II	**EQUITY AND LIABILITIES**				
	Equity				
	a. Equity Share Capital	7	66.00	66.00	66.00
	b. Other Equity	8	6.38	19.90	41.68
	Total Equity (a+b)		**72.38**	**85.90**	**107.68**
	LIABILITIES				
	Current Liabilities				
	a. Financial Liabilities				
	i. Trade Payables	9	0.90	0.68	1.11
	ii. Other Financial liabilities	10	16.87	9.99	4.26
	b. Other current liabilities	11	0.07	0.05	0.00
	Total Current Liabilities		**17.84**	**10.72**	**5.37**
	TOTAL EQUITY AND LIABILITIES		**90.22**	**96.62**	**113.05**
	Significant Accounting Policies	**2**			
	Notes to Accounts form an integral part of Financial Statements				

As per our attached report of even date

For B.D. Jokhakar & Co.	For and on behalf of the Board	
Chartered Accountants		
Firm Registration No.: 104345W		
Pramod Prabhudesai	**Pallab Bhattacharya**	**Yatender Verma**
Partner	**Director**	**Director**
Membership No.: 032992	DIN 00008277	DIN 00009354
Mumbai	**Mumbai**	
May 25, 2018	**May 25, 2018**	

	PNC WELLNESS LTD			
	Statement of Profit and Loss for the year ended March 31, 2018			
				(In Rs lakh)
	Particulars	**Note No.**	**For the year ended March 31, 2018**	**For the year ended March 31, 2017**
	Income			
I	Other income		0.00	0.00
II	**Total Income(I)**		**0.00**	**0.00**
III	**EXPENSES**			
	Other expenses	12	5.72	5.77
	Total expenses (III)		**5.72**	**5.77**
IV	**Profit/ (loss) before tax (II-III)**		**(5.72)**	**(5.77)**
V	**Tax expense:**			
	a. Current tax		0.00	0.00
	b. Deferred tax		7.80	16.01
	Total Tax expense(V)		**7.80**	**16.01**
VI	**Profit/ (loss) for the period (IV-V)**		**(13.52)**	**(21.78)**
VII	**Other Comprehensive Income**			
	a (i) Items that will not be reclassified to profit or loss		0.00	0.00
	(ii) Income tax relating to items that will not be classified to profit or loss		0.00	0.00
	Total other comprehensive income, net of tax(VII)		**0.00**	**0.00**
VIII	**Total comprehensive income for the period (VI+VII)**		**(13.52)**	**(21.78)**
IX	**Earnings per equity share (FV of Rs. 10/-)**			
	a) Basic and diluted		(2.05)	(3.30)
	Significant Accounting Policies	**2**		
	Notes to Accounts form an integral part of financial statements			
	As per our attached report of even date			
	For B.D. Jokhakar & Co.	For and on behalf of the Board		
	Chartered Accountants			
	Firm Registration No.: 104345W			
	Pramod Prabhudesai	**Pallab Bhattacharya**		**Yatender Verma**
	Partner	**Director**		**Director**
	Membership No.: 032992	DIN 00008277		DIN 00009354
	Mumbai	**Mumbai**		
	May 25, 2018	**May 25, 2018**		

B.D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

PNC WELLNESS LIMITED MUMBAI

PNC WELLNESS LTD

Statement of Cash flows for the year ended March 31, 2018

(In Rs lakh)

	Particulars	Note	For the year ended March 31, 2018		For the year ended March 31, 2017	
A	**Cash flows from operating activities**					
	Profit/ (loss) before tax			(5.72)		(5.77)
	Adjustment for:					
	Interest income			0.00		0.00
	Operating profit before working capital changes			(5.72)		(5.77)
	Adjustment for:					
	Trade receivables, Advances & other current assets	6	(0.77)		0.48	
	Trade payable & Other current liabilities	9,10,11	7.12	6.35	5.35	5.83
	Cash Generated from Operations			0.63		0.06
	Direct Taxes Paid (net of refund)			0.00		0.00
	Net cash flows from operating activities			**0.63**		**0.06**
B	Cash flows from investing activities			0.00		0.00
	Net cash flows used in investing activities			0.00		0.00
C	Cash flows from financing activities			0.00		0.00
	Net cash flow used in financing activities			0.00		0.00
	Net (decrease)/ increase in cash and cash equivalents (A+B+C)			0.63		0.06
	Cash and cash equivalents at the beginning of the year			0.11		0.05
	Cash and cash equivalents at year end			**0.74**		**0.11**

Notes:

i) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Indian Accounting Standards) Rules, 2015.

ii) Figures in brackets represents deductions/ outflows.

iii) Previous year's figures have been regrouped wherever necessary.

As per our attached report of even date

For B.D. Jokhakar & Co.
Chartered Accountants
Firm Registration No.: 104345W

B.D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

Pramod Prabhudesai
Partner
Membership No.: 032992

Mumbai
May 25, 2018

For and on behalf of the Board

PNC WELLNESS LIMITED MUMBAI

Pallab Bhattacharya
Director
DIN 00008277

Yatender Verma
Director
DIN 00009354

Mumbai
May 25, 2018

PNC WELLNESS LTD
Statement of changes in equity for the year ended March 31, 2018

A.Equity Share Capital

(Rs. In Lakhs)

Particulars	Note No.	Amount
As at April 01, 2016		66.00
Changes in equity share capital during the year 2016-17		-
As at March 31, 2017		66.00
Changes in equity share capital during the year 2017-18		-
As at March 31, 2018	7	66.00

B.Other Equity

(In Rs lakh)

Particulars	Reserves and surplus		Total
	Securities premium	Retained earnings	
As at April 01, 2016	225.00	(183.32)	**41.68**
Profit/ (loss) for the year 2016-17	0.00	(21.78)	(21.78)
Other comprehensive income	0.00	0.00	0.00
Total comprehensive income for the year	0.00	(21.78)	(21.78)
As at March 31, 2017	225.00	(205.10)	**19.90**
Profit/ (loss) for the year 2017-18	0.00	(13.52)	(13.52)
Other comprehensive income	0.00	0.00	0.00
Total comprehensive income for the year	0.00	(13.52)	(13.52)
As at March 31, 2018	225.00	(218.62)	**6.38**

As per our attached report of even date
For B.D. Jokhakar & Co.
Chartered Accountants
Firm Registration No.: 104345W

B. D. JOKHAKAR & CO.
MUMBAI
CHARTERED ACCOUNTANTS

Pramod Prabhudesai
Partner
Membership No.: 032992

Mumbai
May 25, 2018

For and on behalf of the Board

PNC WELLNESS LIMITED
MUMBAI

Pallab Bhattacharya
Director
DIN 00008277

Yatender Verma
Director
DIN 00009354

Mumbai
May 25, 2018

PNC Wellness Limited

Notes forming part of Financial Statements for the year ended March 31, 2018

Corporate Information

PNC Wellness Limited ("the company") is a company incorporated and domiciled in India. The company is wholly owned subsidiary company of Pritish Communications Limited. The registered office of the company is situated at 87/88 Mittal Chambers, Nariman Point, Mumbai 400021.

1. Basis of preparation

The principal accounting policies applied in the preparation of these financial statements are set out below.
These policies have been consistently applied to all the years presented, unless otherwise stated.

a. Compliance with Ind AS:

The financial Statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to the year ended March 31, 2017 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) ("Previous GAAP") and other relevant provisions of the Act.

These financial statements are the first financial statements of the company prepared in accordance with Ind AS. Refer note 16 for an explanation of how the transition from Previous GAAP to Ind AS has affected financial position, financial performance and cash flows of the company.

Historical cost convention:

i) The Financial Statements have been prepared on a historical cost.

ii) The financial statements have been prepared on accrual basis of accounting.

Rounding of Amounts:

The financial statements are presented in INR and all values are rounded to the nearest lakhs, except when otherwise indicated.

b. Significant estimates, judgements and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the end of the financial statements and reported amounts of income and expense during the year.

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The management believes that these estimates are prudent and reasonable and are based on management's best knowledge of current events and actions. Actual results could differ from these estimates and difference between actual results and estimates are/shall be recognised in the period in which results are known or materialized.

c. Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (12 months) and other criteria set out in the Schedule III to the Act.

2. Significant Accounting Policies

a. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank, cash in hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, net of outstanding bank overdraft as they are considered as an integral part of Company's cash management.

b. Financial Instruments

1. Classification

The company classifies its financial assets in the following measurement categories:

i) Those to be measured subsequently at fair value (either through Other Comprehensive Income, or through profit or loss)

ii) Those measured at amortised cost.

The classification depends on the business model of the entity for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Other Comprehensive Income or profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, method of recognition will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

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CHARTERED ACCOUNTANTS

2. <u>Recognition and measurement</u>

i. Initial Recognition:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

ii. Subsequent Measurement:

After Initial recognition, financial assets are measured at:

I. Financial assets carried at amortized cost
II. Financial assets at fair value through other comprehensive income
III. Financial assets at fair value through profit and loss;

3. <u>Debt instrument-</u>

Measured at amortized cost:

Financial Assets that are held for collection of contractual cash flow where those cash flows represent solely payment of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income using the Effective Interest Rate (EIR) method the amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

Measured at fair value through Other Comprehensive Income (FVTOCI):

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through Other Comprehensive Income (FVTOCI).

Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss.

On de-recognition, cumulative gain/ (loss) previously recognised in OCI is reclassified from the equity to other income in the Statement of Profit and Loss.

Measured at fair value through profit or loss (FVTPL):

A financial asset not classified as either amortised cost or FVTOCI, is classified as Fair Value through Profit or Loss (FVTPL). Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as other income in the Statement of Profit and Loss.

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4. De-recognition of financial assets:

A financial asset is de-recognised only when the company:

i) has transferred the rights to receive cash flows from the financial asset or

ii) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

5. Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL.

Gains or losses on financial liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial liabilities:

i) Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

ii) Initial recognition and measurement:

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

iii) Subsequent measurement:

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

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iv) De-recognition:

A financial liability is de-recognised when the obligation specified in the contract is discharged, cancelled or expires.

6. Off-setting financial instruments:

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

c. Revenue Recognition

Revenue is the gross inflows of economic benefits received / receivable by the entity on its own account.
Revenue is recognised to the extent, it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. It is measured at the fair value of the consideration received or receivable.

Other Income	**Revenue recognition**
Interest income	On accrual basis, using the effective interest method for financial assets measured at amortized cost and at FVTOCI

d. Taxation

Tax expense comprises of current and deferred tax.

(i) **<u>Current tax:</u>**

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax is recognized in the statement of profit and loss except to the extent that the tax relates to items recognized directly in other comprehensive income or directly in equity.

(ii) **<u>Deferred tax</u>:**

Deferred tax assets and liabilities are recognized using the balance sheet approach for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

B. D. JOKHAKAR & CO.
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CHARTERED ACCOUNTANTS

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.
Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

e. Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its equity shares. Basic EPS is calculated by dividing the profit and loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted EPS is determined by adjusting the profit and loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

f. Provisions, contingent liabilities and contingencies assets.

The company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

If the effect of time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements; however they are disclosed where the inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

B. D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

PNC WELLNESS LTD
Notes to the Financial statements

3 Deferred tax assets (net)

The components of deferred tax balance are as under:

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deferred tax assets			
Unabsorbed business loss	1.44	0.00	0.00
Unabsorbed depreciation	14.91	14.74	18.43
Unabsorbed short term capital loss	39.88	49.29	61.61
Total	**56.23**	**64.03**	**80.04**

* Refer note no. 23 of notes to the financial statements

4 Cash and cash equivalents

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
a. Balances with banks			
In current accounts	0.73	0.10	0.04
b. Cash on hand	0.004	0.004	0.004
Total	**0.74**	**0.11**	**0.05**

5 Other Current Financial assets

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advances and deposits-unsecured, considered good			
- To others	30.00	30.00	30.00
Total	**30.00**	**30.00**	**30.00**

6 Other Current assets

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Balances with government authorities	3.25	2.48	2.96
Total	**3.25**	**2.48**	**2.96**

B. D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

PNC WELLNESS LTD
Notes to the Financial statements

7 Equity Share Capital

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Authorised shares			
750,000 (March 31, 2017 and April 01, 2016 : 750,000) Equity shares of Rs 10/- each	75.00	75.00	75.00
Total	**75.00**	**75.00**	**75.00**
Issued, Subscribed and fully paid			
660,000 (March 31, 2017 and April 01, 2016 : 660,000) Equity shares of Rs.10/- each (Refer note (a) below)	66.00	66.00	66.00
Total	**66.00**	**66.00**	**66.00**

a. Reconciliation of Shares

(Rs. In Lakhs, except no. of shares data)

Reconciliation of Number of Shares (Equity)	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No of Shares	Amount	No of Shares	Amount	No of Shares	Amount
Number of Shares outstanding as at the beginning of the year	660,000	66.00	660,000	66.00	660,000	66.00
Number of Shares outstanding as at the end of the year	**660,000**	**66.00**	**660,000**	**66.00**	**660,000**	**66.00**

b. Rights, preferences, restrictions of equity shares

The company has only one class of equity shares having a face value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The equity shares are entittled to dividend proposed by the board of directors subject to the approval of the shareholders in general meeting except in case of interim dividend. In the event of liquidation of the company, holder of equity shares are entittled to receive remaining assets of the company, after distribution of all preferentialamounts in proportion to their shareholding.

c. Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:

Particulars	Equity shares with voting rights (Number of shares)	Equity shares with voting rights (Number of shares)	Equity shares with voting rights (Number of shares)
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Pritish Nandy Communications Limited (Holding Company)	660,000	660,000	660,000
(Wholly owned subsidiary)			

d. Shareholders holding more than 5 per cent of total Equity Shares of company

Name of the Shareholders	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares	% held	No. of Shares	% held	No. of Shares	% held
Pritish Nandy Communications Ltd	660,000	100	660,000	100	660,000	100
(Wholly owned subsidiary)						

As per the records of the company , including its register of shareholders / members & other declarations received from shareholders regarding beneficial interest , the above shareholding represents both legal and beneficial ownership of shares.

8 Other Equity

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Securities Premium Reserve			
Balance at the Begining of the year	225.00	225.00	225.00
Balance at the end of the year	**225.00**	**225.00**	**225.00**
Retained Earnings	0.00		
Balance at the beginning of the year	(205.10)	(183.32)	(183.32)
Add: Profit/ (Loss) for the year	(13.52)	(21.78)	0.00
Balance at end of year	**(218.62)**	**(205.10)**	**(183.32)**
TOTAL	**6.38**	**19.90**	**41.68**

B. D. JOKHAKAR & CO.
MUMBAI
CHARTERED ACCOUNTANTS

PNC WELLNESS LTD

Notes to the Financial statements

9 Trade payables

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade Payables			
Total outstanding dues to micro enterprises and small enterprises*	-	-	-
Total outstanding dues to creditors other than micro enterprises and small enterprises	0.90	0.68	1.11
Total	**0.90**	**0.68**	**1.11**

* Refer note no. 14 of notes to the financial statements for Micro, Small and Medium Enterprises disclosure

10 Other Financial liabilities-Current

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Advances from holding company			
Unsecured,considered good	16.87	9.99	4.26
Total	**16.87**	**9.99**	**4.26**

11 Other Current Liabilities

(In Rs lakh)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Statutory dues			
-TDS payable	0.07	0.05	-
Total	**0.07**	**0.05**	-

12 Other Expenses

(In Rs lakh)

Particulars	For the year ending March 31, 2018	For the year ending March 31, 2017
Office and general expenses	0.03	0.16
Legal, professional fees and stampduty	5.29	4.03
Trademark registration charges	0.09	0.20
ROC filing fees	0.02	0.01
Service tax cenvat credit written off	0.05	1.09
Statutory audit fees	0.25	0.29
Total	**5.72**	**5.77**

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Notes to the Financial Statements

13 Related Party Disclosures

Details relating to related parties/ persons and discription of relationship are as under:

Name of the Related Parties and description of their relationship
Pritish Nandy communications Limited - Holding company
Executive Directors and their relatives
Pallab Bhattacharya – Director
Non Executive directors and their relationships
Yatender Verma – Non Executive Director
Nabankur Gupta – Non Executive Director

Details of transactions between the company and other related parties as disclosed below :

(In Rs lakh)

Nature of transaction	For the year ended March 31, 2018	For the year ended March 31, 2017
Holding company		
Opening balance- Payable	9.99	4.26
Add: Received during the year	6.88	5.73
Balance outstanding as at year end		
Receivable/ (Payable)	**16.87**	**9.99**

Related party relationship is as identified by the company and relied upon by the auditors.

14 Micro, Small and Medium Enterprises

The Company has not received the required information from Suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Hence, disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act are NIL as given below. This information has been relied upon by the auditor.

(In Rs lakh)

	Particulars	As at March 31, 2018	As at March 31, 2017
a.	the principal amount and the interest due thereon (to be shown separately) remaining	NIL	NIL
b.	the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and	NIL	NIL
c.	the amount of interest due and payable for the period of delay in making payment	NIL	NIL
d.	the amount of interest accrued and remaining unpaid at the end of each accounting year;	NIL	NIL
e.	the amount of further interest remaining due and payable even in the succeeding years,	NIL	NIL

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15 FIRST TIME ADOPTION OF IND AS

For all periods upto and including the year ended March 31, 2017, the Company had prepared its financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read together with Rule 7 of the companies (Accounts) Rules, 2014 (Previous GAAP). This note explains the principal adjustments made by the Company in restating its financial statements prepared under Previous GAAP.

Exemptions and exceptions availed

In preparing these Ind AS Financial Statements, the Company has availed certain exemptions and exceptions in accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, as explained below. The resulting difference between the carrying values of the assets and liabilities in the Financial Statements as at the transition date under Ind AS and IGAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). This Note explains the adjustments made by the Company in restating its IGAAP Financial Statements, including the Balance Sheet as at April 1, 2016 and the Financial Statements as at and for the year ended March 31, 2017.

a. Ind AS optional exemptions:

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from IGAAP to Ind AS.

i. Deemed cost

Para D7 AA of Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the Financial Statements as at the date of transition to Ind AS, measured under IGAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. There is no Property, plant and equipment in the company.

ii. Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at Fair Value through Other Comprehensive Income on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has no investment in equity instruments.

iii. Investments in subsidiary companies

Ind AS 101 permits a first-time adopter to measure it's investment, at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost, The deemed cost of such investment shall be it's fair value at date of transition to Ind AS of the company, or IGAAP carrying amount at that date. The has no investment in subsidiary company.

iv. Investments in equity instruments:

An entity may make an irrevocable election at initial recognition of a financial asset to present subsequent changes in the fair value of an investment in an equity instrument in other comprehensive income. Ind AS 101 allows such designation of previously recognized financial assets, as 'Fair value through Other Comprehensive Income'. The company has no investment in equity instruments.

b. Ind AS Mandatory exceptions:

I. Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

II. Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

III. De-recognition of financial assets and liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. Accordingly, the Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

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First-time Ind AS adoption reconciliations

i. Effect of Ind AS adoption on the balance sheet as at March 31, 2017 and April 1, 2016

(Rs. In Lakhs)

Particulars	As at March 31, 2017			As at April 1, 2016		
	Previous GAAP*	Effect of transition to Ind AS	As per Ind AS Balance sheet	Previous GAAP*	Effect of transition to Ind AS	As per Ind AS Balance sheet
Non-current assets	-					
Deferred tax Assets	64.03	0.00	64.03	80.04	0.00	80.04
Total Non-current assets	**64.03**	**0.00**	**64.03**	**80.04**	0.00	**80.04**
Current assets						
a. Financial Assets						
(i) Cash and cash equivalents	0.11	0.00	0.11	0.05	0.00	0.05
ii) Other financial assets	30.00	0.00	30.00	30.00	0.00	30.00
b. Other current assets	2.48	0.00	2.48	2.96	0.00	2.96
Total current assets	**32.59**	**0.00**	**32.59**	**33.01**	0.00	**33.01**
TOTAL ASSETS	**96.62**	**0.00**	**96.62**	**113.05**	0.00	**113.05**
Equity						
Equity Share capital	66.00	0.00	66.00	66.00	0.00	66.00
Other Equity	19.90	0.00	19.90	41.68	0.00	41.68
Total Equity	**85.90**	0.00	**85.90**	**107.68**	0.00	**107.68**
Current liabilities						
a. Financial Liabilities						
(i) Trade payables	0.68	0.00	0.68	1.11	0.00	1.11
(ii) Other financial liabilities	9.99	0.00	9.99	4.26	0.00	4.26
b. Other current liabilities	0.05	0.00	0.05	0.00	0.00	0.00
Total current liabilities	**10.72**	**0.00**	**10.72**	**5.37**	**0.00**	**5.37**
Total liabilities	**10.72**	**0.00**	**10.72**	**5.37**	0.00	**5.37**
TOTAL EQUITY AND LIABILITIES	**96.62**	**0.00**	**96.62**	**113.05**	0.00	**113.05**

*The Previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note

ii. Reconciliation of total equity as at March 31, 2017 and April 1, 2016

(Rs. In Lakhs)

Particulars	As at March 31, 2017	As at April 1, 2016
Total Equity under previous GAAP	85.90	107.68
Add/Less: Ind AS adjustments	0.00	0.00
Total adjustments to equity	0.00	0.00
Total equity under Ind AS	**85.90**	**107.68**

iii. Effect of Ind AS adoption on the statement of profit and loss for the year ended March 31, 2017

(Rs. In Lakhs)

	Particulars	As at March 31, 2017		
		Previous GAAP*	**Effect of transition to Ind AS**	**As per Ind AS Balance sheet**
	Income			
I	Other Income		0.00	
II	**Total Income(I)**	**0.00**	0.00	**0.00**
III	**EXPENSES**		0.00	
	Other expenses	5.77	0.00	5.77
	Total expenses (III)	**5.77**	0.00	**5.77**
IV	**Profit/ (loss) before tax (II-III)**	(5.77)	0.00	(5.77)
V	**Tax expense:**		0.00	
	a. Current tax	0.00	0.00	0.00
	b. Deferred tax	16.01	0.00	16.01
	Total Tax expense(V)	16.01	0.00	16.01
VI	**Profit/ (loss) for the period (IV-V)**	**21.78**		**21.78**
VII	**Other Comprehensive Income**	0.00	0.00	0.00
	a. (i) Items that will not be reclassified to profit	0.00		0.00
	(ii) Income tax relating to items that will not be classified to profit or loss	0.00	0.00	0.00
	Total other comprehensive income, net of tax(VII)	0.00	0.00	0.00
VIII	**Total comprehensive income for the period (VI+VII)**	**21.78**	**0.00**	**21.78**

*The Previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note

iv. Reconciliation of total comprehensive income for the year ended March 31, 2017

(Rs. In Lakhs)

Particulars	As at March 31, 2017
Profit as per previous GAAP(Indian GAAP)	21.78
Adjustments :	
Ind AS adjustments	0.00
Total effect of transition to Ind AS	0.00
Profit for the year as per Ind AS	21.78
Other comprehensive income for the year (net of tax)	0.00
Total Comprehensive Income	**21.78**

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16 **Earning per share**

(Rs. In lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit after tax attributable to equity shareholders of the company (in Rs lakh)	(13.52)	(21.78)
Weighted average number of equity shares (in number lakh)	6.60	6.60
Basic and Diluted earning per share (a/b) (amount in Rs)	(2.05)	(3.30)
Face Value per equity share (amount in Rs)	10	10

17 **Employee benefit**

No provision for payment of gratuity and leave encashment is made in the accounts since, there were no employees working with the company during the year.

18 **Segment information**

During the year, company operated only in one business segment i.e. content segment and digital.

19 **Contingent liabilities**

The company has no contingent liability and commitments as at March 31, 2018.

20 **Auditors Remuneration**

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
As auditor:		
Statutory audit (including IFC)	0.25	0.29
In other capacity:		
Other services	NIL	NIL

21 **Legal proceeding**

All known liabilities have been provided in the books of account. Legal proceeding related to dispute in respect of compliance and performance of the conditions of the license for the use of the premises from where Moksh zip was operating are ongoing between the company and the licensor of the premises . The licensor is claiming Rs. 90.25 lakhs being compensation from 01.04.2012 till 10.11.2013 in a suit filed with the small causes court, Mumbai.The company has filed a suit in the Bobay High Court for compensation for an amount of Rs. 170.53 lakhs on the grounds that the leave and license agreement stands vitiated by fraud by the licensor and be declared void ab initio and that the same is not enforceable against or binding upon the company. Pending the outcome of the aforesaid legal proceedings the impact on the financial statements of the company cannot be ascertained.

22 **i. Reconciliation of Tax Expense**

(Rs. In Lakhs)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(a) Income tax expenses :		
Current tax- In respect of the current year	-	-
Deferred tax- In respect of the current year	7.80	16.01
Total	**7.80**	**16.01**
(b) Income tax recognised in Other Comprehensive Income	-	-
Total income tax expense recognised in the year (a + b)	**7.80**	**16.01**
Statutory income tax	-	-
Tax effect on deductible expenses	7.80	16.01

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Additional allowances for tax purposes	-	-
Tax effect for earlier years	-	-
Tax expense recognised in the statement of profit and loss	**7.80**	**16.01**

ii. Deferred tax

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Unabsorbed business loss	1.44	-
Unabsorbed depreciation	14.91	14.74
Unabsorbed short term capital loss	39.88	49.29
Total	**56.23**	**64.03**

iii. Reconciliation of deferred tax assets / (liabilities) net

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Opening balance	64.03	80.04
Deferred tax (charge)/credit recognised in:		
Statement of profit and loss	7.80	16.01
Recognised in retained earnings	-	-
Total	**56.23**	**64.03**

23 Deferred tax

Deferred tax asset was Rs. 64.03 lakhs as on March 31, 2017 (Refer note no. 3 of notes to the financial statements). There has been no material change in the nature of the business of the company. During the year, the company has operated only in one business segment i.e Wellness segment. The company owns the wellness brand 'Moksh' and sub brands like power yoga, passion yoga, cool yoga, couple yoga etc. The company is exploring avenues to commercialize its aforesaid brands. The company is in process of realigning its business by making efforts to commercialize and lease its various brands through collaborative arrangements with other parties. There is ongoing dialogue in connection with commercial exploitation of intellectual property rights owned by the company. Such efforts have not translated into revenue generation in the year under review. Consequently, the deferred tax assets has been reversed amounting to Rs. 7.80 lakhs during the year. This asset has been retained at a value of Rs. 56.23 lakhs and will be reviewed periodically; and provision if any will be made there against.

As per our attached report of even date
For B.D. Jokhakar & Co.
Chartered Accountants
Firm Registration No.: 104345W

B.D. JOKHAKAR & CO. MUMBAI CHARTERED ACCOUNTANTS

Pramod Prabhudesai
Partner
Membership No.: 032992

Mumbai
May 25, 2018

For and on behalf of the Board

Pallab Bhattacharya
Director
DIN 00008277

Yatender Verma
Director
DIN 00009354

Mumbai
May 25, 2018