



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

Regd Office: 4118, Rustomjee Eaze Zone, Laxmi Singh Complex, Goregaon Mulund Link Road,
Malad West, Mumbai-400 064

Corporate Office: 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri-Kurla Road,
Andheri (East) Mumbai-400 059; **Tel:** +91-22- 4120 4837 / +91 22 4973 5078

Email: navigant@navigantcorp.com; **Website:** www.navigantcorp.com (CIN: L67190MH2012PLC231304)

Date: 05.12.2022

The Manager
Dept. of Corporate Services
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai - 400 001

Sub: Detailed Public Statement to the shareholders of Prism Medico And Pharmacy Limited (BSE Code: 512217)

Dear Sir / Madam,

We are pleased to inform that we have been appointed as 'Manager to the Offer' by M/s. Symbiosis Pharmaceuticals Private Limited (Acquirer-1), M/s. Galaxy Vitacare Private Limited (Acquirer-2) and Mr. Ramit Walia (Acquirer-3) (hereinafter collectively referred to as "the Acquirers") for acquiring up to 15,76,492 equity shares of Rs. 10/- each of Prism Medico And Pharmacy Limited ('Target Company') representing 26.00% of the fully paid -up equity and voting share capital of the Target Company at a price of Rs. 11/- per Share fully paid-up Equity Share ('Offer Price'), through Open Offer under Regulation 3 (1) and 4 of SEBI (SAST) Regulations, 2011.

As per Regulation 13 (4) & 14 (3) of SEBI (SAST) Regulations, 2011, the Detailed Public Statement (DPS) has been published on 05th December, 2022.

A copy of the DPS is attached herewith for your reference and records. We are also submitting herewith a Soft Copy of the same in PDF format. You are requested to upload the same on your website.

Thanks & Regards,

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director

DETAILED PUBLIC STATEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF M/S PRISM MEDICO AND PHARMACY LIMITED

("PRISM"/"TARGET COMPANY"/"TC")
(Corporate Identification No. L24100HP2002PLC009299)

Registered Office: Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh, 173030; Phone No.: 0172-5020759; Email id: investorgrievancewml@gmail.com; Website: www.prismmedico.in

CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF UPTO 15,76,492 (FIFTEEN LACS SEVENTY SIX THOUSAND FOUR HUNDRED NINETY TWO ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE VOTING SHARE CAPITAL OF PRISM, FROM THE PUBLIC SHAREHOLDERS OF PRISM BY M.S. SYMBIOSIS PHARMACEUTICALS PRIVATE LIMITED (ACQUIRER-1), M.S. GALAXY VITACARE PRIVATE LIMITED (ACQUIRER-2) AND MR. RAMIT WALIA (ACQUIRER-3) (HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS" PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3 (1) AND REGULATION 4 READ WITH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS").

This detailed public statement ("DPS") is being issued by M/s. Navigator Corporate Advisors Limited, the Manager to the Offer ("Manager"), for and on behalf of the Acquirers, in compliance with Regulation 13 (4) and other applicable Regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("SEBI (SAST) Regulations, 2011"), pursuant to the Public Announcement (PA) filed on November 28, 2022 with the BSE Limited, Metropolitan Stock Exchange of India Limited ("MSEI"), Securities and Exchange Board of India ("SEBI") and Target Company, in terms of Regulation 3 (1), Regulation 4 read with regulation 15(1) and regulation 13 (1) of the SEBI (SAST) Regulations.

Definitions:

"Equity Shares" means the fully paid-up equity shares of the Target Company of face value of Rs. 10/- (Rupees Ten Only) Each.

"Offer" or "Open Offer" means the open offer for acquisition up to 15,76,492 (Fifteen Lacs Seventy Six Thousand Four Hundred Ninety Two Only) Equity Shares, representing 26.00% of the Fully Paid-up Equity Share Capital.

"Offer Price" means Rs. 11/- (Rupees Eleven Only) Per Share.

"Public Shareholders" means Shareholders of Target Company other than Parties to the Agreement.

"SPA" or "Agreement" has the meaning described to such term in Part II (Background of the Offer).

"Voting Share Capital" means total voting equity capital of the Target Company on a fully diluted basis expected as of tenth (10th) working day from the closure of the tendering period of the Offer.

I. ACQUIRERS, SELLERS, TARGET COMPANY AND OFFER:

(A) INFORMATION ABOUT ACQUIRERS:

Acquirer -1: M/s. Symbiosis Pharmaceuticals Private Limited

Symbiosis Pharmaceuticals Private Limited (PAN: AAJCS7595N) ("Acquirer-1"/ "Symbiosis") is a private limited company incorporated under the provisions of Companies Act, 1956 (CIN: U24239HR2003PT035085) on 04th April, 2003. The Registered office of Symbiosis is situated at House Number 341, Sector 4, Urban Estate, Naraingarh, Ambala, Haryana - 134203, Tel No: +91-9218697008, Email: symbiosisacts2004@gmail.com. Acquirer-1 is indulging in the activity of manufacturing of prescription and dispensing medicines viz. Tablets, Capsules, Injectable and Syrups for human consumption in its manufacturing facilities at Kala Amb, Distt. Sirmour, H.P. The Injectable and syrups may be dry or liquid. The Company is selling aforesaid items under its own brand name and is also manufacturing medicines for clients who market the same under their respective brand names.

2. The Acquirer-1 is promoted by Mr. Vishwambar Dayal Gupta, Mr. Jagbir Singh, Mr. Sheetal Dass and Mr. Dalbir Singh. The present authorized share capital of Acquirer-1 is Rs. 10,00,00,000 (Rupees Ten Crore Only) representing 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each and the shares of Symbiosis are not listed with any stock exchange.

3. The paid up equity share capital of Acquirer-1 is Rs. 3,96,49,500 (Rupees Three Crore Ninety Six Lacs Forty Nine Thousand Five Hundred Only) representing 39,64,950 (Thirty Nine Lacs Sixty Four Thousand Nine Hundred Fifty) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up as under:

Name of Shareholders	No. of shares held	% of Shareholding
Mr. Vishwambar Dayal Gupta	19,82,475	50.00%
Mr. Jagbir Singh	17,86,100	45.05%
Mr. Dalbir Singh	1,88,780	4.76%
Mr. Sheetal Dass	7,595	0.19%
Total	39,64,950	100.00%

4. Acquirer-1 does not belong to any group.

5. The details of present board of directors of Acquirer-1 are tabled as below:-

Name of Director	DIN	Date of appointment
Mr. Vishwambar Dayal Gupta	00152580	20/11/2008
Mr. Jagbir Singh	00821561	04/04/2003
Mr. Sheetal Dass	01859287	30/06/2007
Mr. Harnek Singh	09141882	12/04/2021

6. None of the directors of Symbiosis are directors on the board of Target Company.

7. Symbiosis is not forming part of the present Promoter Group of the Target Company. The Acquirer-1 does not have any relation with Target Company nor have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA / Agreement. Further no nominee(s) representing Symbiosis is on the Board of Directors of the Target Company. None of the directors or key managerial employees of Symbiosis hold any ownership hold any ownership / interest / relationship / directorship / shares in the Target Company.

8. The Key financial information of Symbiosis based on the financial statements for the half year ended September 30, 2022 and financial years ended March 31, 2022 and March 31, 2021 are as under:

Figures in Rs. Lacs (Except EPS)

Particulars	Provisionals	Audited	Audited
	30.09.2022	31.03.2022	31.03.2021
Total Revenue	5,688.66	14,090.77	11,562.96
Net Income (Profit / Loss) after tax	89.33	193.52	190.48
Earning Per Share (in Rs.)	2.25	4.88	4.80
Net Worth / Shareholder's Funds	2,990.50	2,901.17	2,704.05

9. CA Harpreet Singh (Membership No. 550891), Proprietor of M/s. S Harpreet & Associates, Chartered Accountants (Firm Registration No. 033853N) having their office located at 1938, Street No. 5, Govt. College Road, Sector 11, Derabassi, Punjab; Tel: +91 98781 42469; Email: harpreetsingh2202@gmail.com; vide certificate dated November 22, 2022 has certified that Net Worth of Acquirer-1 is Rs. 2,990.50 Lacs as on September 30, 2022. (UDIN: 22550891BDTTPA2501)

10. Acquirer-1 does not hold any shares of Target Company as on the date of the PA and DPS, however it has agreed to buy 7,98,083 Equity Shares by way of Share Purchase Agreement ("SPA").

11. The Acquirer-1, its directors and promoters have not been categorized as a willful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on willful defaulter issued by RBI.

12. Acquirer-1 hereby confirms and declares that neither it nor any of its promoters or directors or key managerial personnel's are not declared as "Fraudulent Borrower" by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

Acquirer -2: M/s. Galaxy Vitacare Private Limited

Galaxy Vitacare Private Limited (PAN: AAFCG8493D) ("Acquirer-2"/ "Galaxy ") is a private limited company incorporated under the provisions of Companies Act, 2013 (CIN: U24100MH2014PTC260071) on 10th December, 2014. The Registered office of Galaxy is situated at Arihant Commercial Complex, Building No. 36 Gala No. 2, Purna Village, Koper, Bhiwandi, Thane - 421302, Maharashtra. Tel No: +91-9665345372, Email: haridass2013@gmail.com. Acquirer-2 is indulging in the activity of manufacture, export, import, distribute, buy, sell, pack, repack and deal in and/or refine, process all types of drugs, chemicals and pharmaceuticals of any nature and description and by-products thereof, acids, alkalies, mediocines articles and compounds (whether airtal, vegetable or mineral origin). Organic chemicals of aliphatic or aromatic types including solvents, antibiotics, fermentation products, reagents and catalysts and all intermediate products or drugs, chemicals, pharmaceuticals and vialling, bottling and processing of capsules, syrups, tablets, injectables, aerosols and ointment.

2. The Acquirer-2 is promoted by M/s. Galaxy Pharmaceuticals Limited, Kenya. The present authorized share capital of Acquirer-2 is Rs. 40,00,000 (Rupees Forty Lacs Only) representing 4,00,000 (Four Lacs) equity shares of Rs. 10/- (Rupees Ten Only) each and the shares of Galaxy are not listed with any stock exchange.

3. The paid up equity share capital of Acquirer-2 is Rs. 34,68,000 (Rupees Thirty Four Lacs Sixty Eight Thousand Only) representing 3,46,800 (Three Lacs Forty Six Thousand Eight Hundred) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up as under:

Name of Shareholders	No. of shares held	% of Shareholding
Galaxy Pharmaceuticals Limited, Kenya	3,46,799	100.00%
Mr. Managotu Para Haridas	1	0.00%
Total	3,46,800	100.00%

4. Acquirer-2 does not belong to any group.

5. The details of present board of directors of Acquirer-2 are tabled as below:-

Name of Director	DIN	Date of appointment
Mr. Managotu Para Haridas	06980664	30/03/2019
Mr. Manthan Ramesh Hirani	07166720	24/04/2015

6. None of the directors of Galaxy are directors on the board of Target Company.

7. Galaxy is not forming part of the present Promoter Group of the Target Company. The Acquirer-2 does not have any relation with Target Company nor have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA / Agreement. Further no nominee(s) representing Galaxy is on the Board of Directors of the Target Company. None of the directors or key managerial employees of Galaxy hold any ownership hold any ownership / interest / relationship / directorship / shares in the Target Company.

8. The Key financial information of Galaxy based on the financial statements for the half year ended September 30, 2022 and financial years ended March 31, 2022 and March 31, 2021 are as under:

Figures in Rs. Lacs (Except EPS)

Particulars	Provisionals	Audited	Audited
	30.09.2022	31.03.2022	31.03.2021
Total Revenue	10.53	19.53	21.14
Net Income (Profit / Loss) after tax	6.74	13.68	14.50
Earning Per Share (in Rs.)	1.94	3.94	4.18
Net Worth / Shareholder's Funds	447.39	440.65	426.97

9. CA Harpreet Singh (Membership No. 550891), Proprietor of M/s. S Harpreet & Associates, Chartered Accountants (Firm Registration No. 033853N) having their office located at 1938, Street No. 5, Govt. College Road, Sector 11, Derabassi, Punjab; Tel: +91 98781 42469; Email: harpreetsingh2202@gmail.com; vide certificate dated November 24, 2022 has certified that Net Worth of Acquirer-2 is Rs. 447.39 Lacs as on September 30, 2022. (UDIN: 22550891BDYMRN2735)

10. Acquirer-2 does not hold any shares of Target Company as on the date of the PA and DPS, however it has agreed to buy 5,07,872 Equity Shares by way of Share Purchase Agreement ("SPA").

11. The Acquirer-2, its directors and promoters have not been categorized as a willful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on willful defaulter issued by RBI.

12. Acquirer-2 hereby confirms and declares that neither it nor any of its promoters or directors or key managerial personnel's are not declared as "Fraudulent Borrower" by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

Acquirer-3: Mr. Ramit Walia:

1. Mr. Ramit Walia S/o Mr. Pran Nath, is 44 years old is currently residing at Nairobi, Dagoreti District, 00505, 150, Kenya; Tel. No. +254 733742245; Email: cctorafrica@gmail.com; He is registered as Certified Public Secretary registered with Certified Public Secretaries Board, Nairobi. He has not changed / altered his name at any point of time.

2. Acquirer-3 is an Indian origin person and carries a valid passport of Republic of Kenya and also holds a Permanent Account Number (PAN) ACDPW0687L. Acquirer-3 is having experience of more than 15 years of Experience in the field of Financial, Taxation, Business consultancy Matters.

3. Acquirer-3 does not belong to any group.

4. CA Harpreet Singh (Membership No. 550891), Proprietor of M/s. S Harpreet & Associates, Chartered Accountants (Firm Registration No. 033853N) having their office located at 1938, Street No. 5, Govt. College Road, Sector 11, Derabassi, Punjab; Tel: +91 98781 42469; Email: harpreetsingh2202@gmail.com; vide certificate dated August 18, 2022 has certified that Net Worth of Acquirer-3 is Rs. 355.00 Lacs as on August 18, 2022. (UDIN: 22550891AOEWWA7906)

5. Acquirer-3 does not hold any shares of Target Company as on the date of the PA and DPS, however he has agreed to buy 1,45,106 Equity Shares by way of Share Purchase Agreement ("SPA").

6. As on the date of this DPS, Acquirer-3 does not have any interest in Target Company, save and except the proposed shareholding to be acquired in the Target Company pursuant to SPA / Agreement.

7. Acquirer-3 hereby confirms and declares that he is not declared as "Fraudulent Borrower" by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

The Equity Shares tendered in this offer will be acquired by Acquirers and there is no person acting in concert with Acquirers in this Open Offer.

(B) JOINT UNDERTAKINGS / CONFIRMATION BY THE ACQUIRERS:

1. The Acquirers undertake that if they acquire any Equity Shares of the Target Company during the Offer Period, they will inform the Stock Exchange and the Target Company within 24 hours of such acquisitions and they will not acquire any Equity Shares of the Target Company during the period between three working days prior to the commencement of the Tendering Period ("TP") and until the closure of the TP in accordance with Regulation 18(6) of the Regulations.

2. The Acquirers have not been prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of the SEBI Act, as amended or under any other regulations made under the SEBI Act.

3. The Acquirers have undertaken that they will not sell the Equity Shares of the Target Company, if any held by them during the Offer Period in terms of Regulation 25(4) of the Takeover Regulations.

(C) DETAILS OF SELLING SHAREHOLDERS (THE SELLERS):

1. The details of Sellers have been set out as under:

Name of Sellers	Address of Sellers	Part of the Promoter / Promoter Group (Yes / No)	Details of shares / voting rights held by the Selling Shareholders			
			Pre-Transaction		Post Transaction	
			Number	%	Number	%
Mrs. Parmjeet Kaur	House No. 1768, Phase 3B2, Mohali-160055	Yes	2,96,009	4.88%	Nil	Nil
Mr. Jasjot Singh	House No. 1768, Phase 3B2, Mohali-160055	Yes	2,28,185	3.76%	Nil	Nil
Mr. Charanjit Singh Bhatia	House No. 1768, Phase 3B2, Mohali-160055	Yes	3,575	0.06%	Nil	Nil
M/s. Ajooni Biotech Limited	D-118, Industrial Area, Phase -VII, Mohali, Punjab-160 059	Yes	9,23,292	15.23%	Nil	Nil
Total			14,51,061	23.93%	Nil	Nil

2. The Sellers have confirmed that they are not being prohibited by SEBI from dealing in securities in terms of directions issued under section 11B of the SEBI Act, as amended or under any other regulations made under the SEBI Act.

(D) INFORMATION ABOUT THE TARGET COMPANY:

1. Prism Medico and Pharmacy Limited was originally incorporated on 22nd March, 2002 under the Companies act 1956 in the name and style of "Woolite Mercantile Company Limited". The name of the Target Company was changed to "Prism Medico and Pharmacy Limited" vide fresh certificate for incorporation consequent on change on name dated 18th May, 2012 issued by the Registrar of Companies, Maharashtra, Mumbai. The corporate identification number (CIN) of the Target Company is L24100HP2002PLC009299. The Registered office of Prism is presently situated at Suketi Road, Kala Amb Sirmour, Himachal Pradesh - 173030; Phone No. +91-172-5020759; Email id: investorgrievancewml@gmail.com.

2. The Authorised Capital of Prism is Rs. 10.00 Crores divided in to 1,00,00,000 Equity Shares of Face Value of Rs. 10/- each. The Issued, Subscribed and Paid-up capital of Prism is Rs. 6.06 Crores divided in to 60,63,428 Equity Shares of Face Value Rs. 10/- each. Prism has established its connectivity with both the National Securities Depositories Limited and Central Depositories Services (India) Limited. The ISIN of Prism is INE730E01016.

3. Prism is currently engaged into the business of manufacturers, buy, sell, deal, export, import, trade, distribute, act as wholesaler, retailer, suppliers, selling agent, buying agent, repackers, analytical chemists, druggist, farmers, processors, merchants and stockists, in all types of cases kinds/nature, chemicals, serums, chemical products, antibiotics, medicines, drugs, pharmaceuticals pesticide, dyes, soaps oil, perfumes, cosmetic, patent medicine etc.

4. As on date, the Target Company does not have any partly paid-up equity shares. There are no outstanding warrants or options or similar instruments, convertible into Equity Shares at a later stage. No shares are subject to any lock in obligations.

5. The entire present and paid-up Equity Shares of the Target Company is currently listed on BSE Limited ("BSE") and Metropolitan Stock Exchange of India ("MSEI").

6. The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 512217 and PRISMMEDI respectively. The shares of the Target Company are also listed on Metropolitan Stock Exchange of India ("MSEI") having symbol PRISMMEDI.

7. The Company has complied with the requirements of the Listing Agreement with BSE and MSEI and as on date no penal action has been initiated by the BSE and MSEI.

8. Standalone Financial Information of Prism for half year ended September 30, 2022, financial year ended March 31, 2022, March 31, 2021 and March 31, 2020.

Figures in Rs. Lacs (Except EPS)

Particulars	Half year ended	Year ended	Year ended	Year ended
	30.09.2022	31.03.2022	31.03.2021	31.03.2020
	(Unaudited)	(Audited)	(Audited)	(Audited)
Total Revenue	0.00	844.41	1676.36	2689.02
Net Income i.e. Profit/(loss) after tax	(9.96)	(36.99)	(13.00)	(5.03)
EPS (in Rs.)	(0.16)	(0.61)	(0.21)	(0.08)
Net worth / Shareholders' Funds	1,245.52	1,255.48	1,292.59	1305.60

9. As on the date of PA and DPS, the composition of Board of Directors of Target Company is as follows:

Name	Designation	DIN	Date of appointment in Target Company
Ramandeep Singh	Whole time Director	07896086	20/08/2021
Simmi Chhabra	Non-Executive Independent Director	07870398	12/02/2021
Pardeep Kumar	Non-Executive Independent Director	09451568	30/12/2021
Davender Singh	Non-Executive Director	09447213	30/12/2021

(E) DETAILS OF THE OFFER:

1. The Acquirers have made the Offer in accordance with the Regulation 3(1) and 4 of the Takeover Regulations vide the PA dated November 28, 2022 to all the public shareholders of the Target Company for the acquisition of up to 15,76,492 (Fifteen Lacs Seventy Six Thousand Four Hundred Ninety Two Only) Equity Shares ("Open Offer Shares") of the face value of Rs. 10/- each representing 26.00% of the Fully Paid-up Equity Share Capital of the Target Company at the "Offer Price" of Rs. 11/- (Rupees Eleven only) per Equity Share payable in "Cash" and subject to the terms and conditions set out in the DPS and the Letter of Offer ("LOF").

2. The Offer is being made to all the Public Shareholders of the Target Company except the Acquirers, Sellers and Promoters. The Equity Shares of the Target Company under the Offer will be acquired by Acquirers as fully paid-up, free from any lien, charges and encumbrances and together with the rights attached thereto, including all rights to dividend, bonus and rights offer declared thereto.

3. The Offer is neither conditional upon any minimum level of acceptance in terms of Regulation 19(1) of the Takeover Regulations nor it is a compelling offer in terms of Regulation 20 of the Takeover Regulations. This Offer is not pursuant to any global acquisition resulting in an indirect acquisition of equity shares of the Target Company. Also, there is no differential pricing in this Offer as all the Equity Shares of the Target Company are fully paid-up.

4. The Offer (assuming full acceptance to the Offer Size) will not result in the minimum public shareholding (MPS) to fall below 25% of Equity & Voting Capital of the Target Company in terms of Regulation 38 of the Listing Regulations read with Rule 19A(1) of the Securities Contracts (Regulations) Rules, 1957 ("SCRR").

5. To the best of knowledge and belief of the Acquirers, as of the date of this DPS, there are no statutory approvals required for this Offer. However, if any statutory approval that become applicable prior to completion of this Offer, this Offer would be subject to the receipt of such other statutory approvals that may become applicable at a later date.

6. To the extent required and to optimize the value of all the shareholders, the Acquirers may subject to applicable shareholders' consent, enter into any compromise or arrangement, reconstruction, restructuring, merger, amalgamation, rationalizing and/or streamlining of various operations, assets, liabilities, investments, businesses or otherwise of the Target Company. Notwithstanding, the Board of Directors of the Target Company will take appropriate decisions in these matters in line with the requirements of the business and opportunities from time to time. The Acquirers intend to seek a reconstitution of the Board of Directors of the Target Company after successful completion of the Offer. However, no firm decision has been made in this regard by the Acquirers.

7. In terms of Regulation 25(2) of the Takeover Regulations, the Acquirers does not currently have any intention to alienate, restructure, dispose of or otherwise encumber any assets of Target Company in the succeeding two years from the completion of this Offer, except in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company. Notwithstanding anything contained herein and except with the prior approval of the shareholders of Target Company through a special resolution, passed by way of postal ballot, the Acquirers undertakes that it will not restructure, sell, lease, dispose of or otherwise encumber any substantial assets of Target Company other than in the ordinary course of business and other than as already agreed, disclosed and / or publicly announced by Target Company.

8. The Manager to the Offer, Navigator Corporate Advisors Limited, does not hold any equity shares in the Target Company as on the date of DPS. The Manager to the Offer further declares and undertakes that they will not deal on their own account in the equity shares of the Target Company during the Offer Period.

II. BACKGROUND TO THE OFFER:

1. This Offer is being made pursuant to the execution of an Agreement dated November 28, 2022 to purchase 14,51,061 equity shares constituting 23.93% of the fully paid up and voting equity share capital of the Target Company from Mrs. Parmjeet Kaur ("Seller-1"), Mr. Jasjot Singh ("Seller-2"), Mr. Charanjit Singh Bhatia ("Seller-3") and M/s. Ajooni Biotech Limited ("Seller-4") (hereinafter collectively referred to as the "Sellers") at a consideration of Rs. 11/- per Equity Share. ("SPA")

2. This Open Offer is a "Mandatory Offer" under the Regulation 3(1) and 4 of the Takeover Regulations being made by the Acquirers for acquisition of 26.00% of the present issued, subscribed and paid-up capital of Target Company. After the completion of this open offer and pursuant to acquisition of shares under Share Purchase Agreement, the Acquirers jointly shall become largest equity shareholders and by virtue of this it shall be in a position to exercise effective control over management and affairs of the company.

3. The Acquirers intends to control over the Target Company & make changes in the Board of Directors of the Target Company subsequent to the completion of this Open Offer in accordance herof.

4. The Acquirers propose to continue existing business of the Target Company and may diversify its business activities in future with prior approval of Shareholders. The main purpose of this acquisition is to acquire complete management control of the Target Company.

III. SHAREHOLDING AND ACQUISITION DETAILS:

The Current and proposed shareholding of the Acquirers in Target Company and the details of their acquisition is as follows:

Sr. No.	Particulars	Acquirer -1		Acquirer -2		Acquirer -3	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
(i)	Shareholding as on PA date i.e. November 28, 2022	Nil	Nil	Nil	Nil	Nil	Nil
(ii)	Shares agreed to be acquired under SPA	7,98,083	13.16%	5,07,872	8.38%	1,45,106	2.39%
(iii)	Shares acquired between the PA date and the DPS date	Nil	Nil	Nil	Nil	Nil	Nil
(iv)	Shares to be acquired in the Open Offer (assuming full acceptances)	7,88,246	13.00%	7,88,246	13.00%	Nil	Nil
(v)	Post Offer shareholding (assuming full acceptance) (As						

Continued from previous page

4. The Open Offer will be implemented by the Acquirers through the Stock Exchange Mechanism made available by the Stock Exchange in the form of a separate window ("Acquisition Window") as provided under the SEBI (SAST) Regulations and SEBI Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI and as amended by SEBI Circular CFD/DCR/2/CIR/P/2016/131 dated December 09, 2016 and as per further amendment vide SEBI Circular SEBI/HO/CFD/DCR-III/ CIR/P/2021/615 dated August 13, 2021.

5. BSE Limited ("BSE") Limited shall be the designated Stock Exchange for the purpose of tendering shares in the Open Offer.

6. The Acquirers have appointed Allwin Securities Limited, Stock Broker for the open offer through whom the purchases and settlement of the Offer Shares tendered under the Open Offer shall be made. The contact details of the buying broker are as mentioned below:

Allwin Securities Limited

B-205/206, Ramji House, 30, Jambulwadi, Kalbadevi Road, Mumbai-400 002

Tel: +91-22-4344 6444

E-mail: allwinsec@gmail.com

Website: www.allwinsecurities.com

SEBI Registration No.: INZ000239635

7. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period.

8. A separate Acquisition Window will be provided by the stock exchange to facilitate placing of sell orders. All the shareholders who desire to tender their equity shares under the Open Offer will have to intimate their respective stock

brokers ("Selling Brokers") within the normal trading hours of the Secondary Market, during the Tendering period. The Selling broker can enter orders for dematerialized as well as physical Equity shares.

9. The Letter of Offer along with a form of acceptance cum acknowledgement would also be available at the SEBI website, www.sebi.gov.in, and shareholders can also apply by downloading such forms from the said website.

10. No indemnity is needed from unregistered shareholders.

IX. THE DETAILED PROCEDURE FOR TENDERING THE SHARES IN THE OFFER WILL BE AVAILABLE IN THE LETTER OF OFFER

X. OTHER INFORMATION:

1. The Acquirers and the Target Company have not been prohibited by SEBI from dealing in the securities under directions issued pursuant to Section 11B or under any other regulations made under the SEBI Act.

2. The Acquirers have appointed Navigant Corporate Advisors Limited as Manager to the Offer pursuant to regulation 12 of the SEBI (SAST) Regulations.

3. The Acquirers have appointed Purva Shareregistry (India) Pvt. Ltd, as Registrar to the Offer having office at Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel (E), Mumbai, Maharashtra, 400011. Tel No.: +91-22-23016761/23012518; Website: www.purvashare.com, E-mail ID: support@purvashare.com.

4. This Detailed Public Statement would also be available at SEBI's website, www.sebi.gov.in.

5. This Detailed Public Statement is being issued on behalf of the Acquirers by the Manager to the Offer i.e. M/s Navigant Corporate Advisors Limited.

6. The Acquirers accepts the full responsibility for the information contained in PA and DPS and also for the obligations of the Acquirers as laid down in the SEBI (SAST) Regulations, 2011 and subsequent amendments made thereof.

ISSUED BY MANAGER TO THE OFFER FOR AND ON BEHALF OF THE ACQUIRERS M/S. SYMBIOSIS PHARMACEUTICALS PRIVATE LIMITED, M/S. GALAXY VITACARE PRIVATE LIMITED AND MR. RAMIT WALIA



Navigant

NAVIGANT CORPORATE ADVISORS LIMITED

423, A Wing, Bonanza, Sahar Plaza Complex,

J B Nagar, Andheri Kurla Road, Andheri (East), Mumbai-400-059.

Tel No. +91 22 4120 4837 / 4973 5078

Email id: navigant@navigantcorp.com

Website: www.navigantcorp.com

SEBI Registration No: INM000012243

Contact person: Mr. Sarthak Vijlani

Place: Mumbai

Date: December 03, 2022