

PRISM MEDICO AND PHARMACY LIMITED

CIN: L24100HP2002PLC009299; Email Id: investorgrievancewmcl@gmail.com
Registered Office: Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh-173030.

Date: 04.09.2023

To, Department of Corporate Services, BSE LIMITED P. J. Towers, Dalal Street, Mumbai, Maharashtra-400001 ISIN : INE730E01016 Scrip Code: 512217	To, Listing Department, Metropolitan Stock Exchange of India Limited (MSEI) Vibgyor Towers, 4 th Floor, Plot Number C 62, G - Block, Opposite Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai, Maharashtra-400098. SYMBOL: PRISMMEDI
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Subject: Notice of 21st Annual General Meeting.

Reference: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 21st Annual General Meeting of the members of the company scheduled to be held on Saturday the 30th day of September, 2023 at 12:30 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

You are requested to kindly take the same on record and oblige.

Thanking You.

Yours Truly,
FOR PRISM MEDICO AND PHARMACY LIMITED



DAVENDER SINGH
DIRECTOR
DIN: 09447213

**PRISM MEDICO
AND
PHARMACY LIMITED**

**NOTICE OF ANNUAL
GENERAL MEETING**
2022-2023

NOTICE CONVENING THE 21ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF PRISM MEDICO AND PHARMACY LIMITED WILL BE HELD ON SATURDAY, THE 30TH DAY OF SEPTEMBER 2023, AT 12.30 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

- **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Davender Singh (DIN: 09447213), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

To re-appoint M/s. Harjeet Parvesh and Company, Chartered Accountants as the statutory auditors of the company and fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and all other applicable provisions, of the Companies Act, 2013 (“the Act”) and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent and approval of the members of the company be and is hereby given for the re-appointment of M/s. Harjeet Parvesh and Company, Chartered Accountants as the statutory auditors of the company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2023-2024 at such remuneration and all out of pocket expenses as may be decided between the Board of Directors and M/s. Harjeet Parvesh and Company, Chartered Accountants.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.”

- **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, the following resolution as a **Special Resolution:**

To regularise the appointment of Mr. Dinesh Kumar (DIN: 01149388) as a Director (Non-Executive, Independent Director) of the company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dinesh Kumar (DIN: 01149388) who was appointed as an Additional Independent Director, by the Board of Directors in their meeting held on 14th day of August, 2023, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom recommendation has been received from Nomination and Remuneration Committee proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company, for a period of five (5) consecutive years with effect from 14th August, 2023 upto 13th August, 2028 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard.”

5. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

To approve the related party transactions.

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and subject to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), if applicable and the company’s policy on Related Party transaction(s), the consent and approval of members be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature which should not exceed Rs. 20 crores (Rupees Twenty Crore Only) which will be carried out at arm’s length basis and in the ordinary course of business of the company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of Directors of the company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For Prism Medico and Pharmacy Limited**

Date: 04/09/2023

Place: Kala Amb

**Sd/-
Sameer Gupta
Company Secretary /Compliance Officer
ACS: 59256**

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Number 4 and 5 of the accompanying Notice is annexed hereto.
2. In view of the current extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular Number 14/ 2020 (dated April 8, 2020), Circular Number 17/2020 (dated April 13, 2020), Circular Number 20/2020 (dated May 5, 2020), Circular Number 02/2021 (dated January 13, 2021), Circular Number 02/2022 dated May 05, 2022 and Circular Number 10/2022 dated December 28, 2022 (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA) physical attendance of the members at the Annual General Meeting (AGM) venue is not required and AGM shall be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, members can attend and participate in the ensuing AGM through VC and members of the company joining through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/electronic system.
3. Pursuant to the Circular Number 14/2020 dated April 8, 2020, issued by the MCA the facility to appoint

proxy to attend and cast vote for the members is not available for this AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.

4. In compliance with MCA Circular Number 20/2020 dated May 5, 2020 and SEBI Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular Number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report for the F.Y. 2022-2023) and Notice of AGM are being sent by electronic mode to members whose e-mail address is registered with the company or the Depository Participant(s) as on September 01, 2023 and to all other persons so entitled. The notice of AGM and the copies of audited financial statements, board's report, auditor's report etc. will also be displayed on the website (www.prismmedico.in) of the company.
5. The members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first serve basis. However, this number does not include the large shareholders i.e. shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
6. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 21st AGM through VC/OAVM Facility and e-Voting during the 21st AGM.
7. Attendance of the members participating in the 21st AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 21st AGM and facility for those members participating in the 21st AGM to cast vote through e-Voting system during the 21st AGM.
9. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Saturday, 23rd September, 2023 to Saturday, 30th September, 2023 (both days inclusive).
10. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting.
12. Ms. Riya Garg proprietor of M/s. Riya Garg & Associates, Practicing Company Secretaries, Punjab has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
14. The results along with the Scrutinizers Report shall be placed on the website of the company and on the website of NSDL and also be immediately forwarded to BSE, Mumbai and MSEI.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the company.

16. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the company.
17. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed there under.
18. The transfer of Unclaimed Dividend to Investor Education and Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
19. The deemed venue for 21st AGM shall be the Registered Office of the company.
20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
21. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this notice.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the company.
23. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the company is pleased to provide the facility to members to exercise their right to vote by electronic means. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-Voting period begins on Wednesday, September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 22, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the company as on the cut-off date, being September 22, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider-NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="665 1585 1128 1850" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<p>Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email Id as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget UserID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free number: 1800 1020 990 and 1800 22 44 30.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.</p>

B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding

securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/ Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- I) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to riyagarg1511@gmail.com with a copy marked to evoting@nsdl.co.in.
- II) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- III) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com

or call on toll free number: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at evoting@nsdl.co.in

IV) Process for those shareholders whose email ID are not registered with the depositories for procuring user id and password and registration of email IDs for e-Voting for the resolutions set out in this notice and for obtaining notice and annual report:

- a) In case shares are held in physical mode please provide Folio Number, Name of the Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorgrievancewmcl@gmail.com.
- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorgrievancewmcl@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method fore-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
- c) Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email id correctly in their demat account in order to access e-Voting facility.

FOR HELP IN CONNECTION WITH VOTING BY ELECTRONIC MEANS OR FOR PARTICIPATING IN THE AGM THROUGH VC:

Members can directly contact NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013, email ID: evoting@nsdl.co.in, Toll free number 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email ID: investorgrievancewmcl@gmail.com.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

- a) As the AGM is being conducted through VC, Members are encouraged to express their views/ send their queries in advance mentioning their name, DP ID and Client ID/Folio Number, e-mail id, mobile number at investorgrievancewmcl@gmail.com to enable smooth conduct of proceedings at the AGM. Questions/Queries received by the company on or before Friday, September 22, 2023 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
- b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/Folio Number, PAN, Mobile Number at investorgrievancewmcl@gmail.com on or before Friday, September 22, 2023. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- c) The company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join

General Meeting menu. The link for VC/OAVM will be available in shareholder/member login where the EVEN of company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- 2) Members are encouraged to join the meeting through laptops for better experience.
- 3) Further members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- 6) Registration of speaker related point needs to be added by company.
- 7) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- 1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3) Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**By Order of the Board of Directors
For Prism Medico and Pharmacy Limited**

**Date: 04/09/2023
Place: Kala Amb**

**Sd/-
Sameer Gupta
Company Secretary /Compliance Officer
ACS: 59256**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NUMBER 4

TO REGULARISE THE APPOINTMENT OF MR. DINESH KUMAR (DIN: 01149388) AS A DIRECTOR (NON-EXECUTIVE, INDEPENDENT DIRECTOR) OF THE COMPANY.

The members are informed that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the company had appointed Mr. Dinesh Kumar as an Additional Non Executive Independent Director, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the company with effect from 14th August, 2023. Further, pursuant to provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of members.

The company has received a notice in writing from him expressing his willingness to be appointed as an Independent Director for a period of five (5) years i.e. upto 13th August, 2028, based on which the Nomination and Remuneration Committee has recommended the matter to the Board to place the matter of regularization of appointment of Mr. Dinesh Kumar as an Independent Director for a consecutive term of 5 years before the shareholders for their approval on the terms and conditions as recommended by Nomination and Remuneration Committee and approved by Board of Directors.

Further, the members are informed that Mr. Dinesh Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act a Director and declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. The Board considers that his association would be of immense benefit to the company as he can manage and control the affairs of the company.

Pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (LODR) Regulations 2015, a brief profile of Mr. Dinesh Kumar and other requisite details are mentioned below:

S. No.	Particulars	Information
1.	Type of event	To regularize the appointment of Mr. Dinesh Kumar as an Independent Director of the company.
2.	Date of Birth	05/12/1977.
3.	Date of Appointment on the Board	14 th August, 2023.
4.	Nationality	Indian
5.	Category	Non Executive, Independent Director.
6.	Qualification	He has completed his Diploma in Pharmacy.
7.	Brief Profile/ Expertise	Mr. Dinesh Kumar is highly skilled in relationship building with clients and across organizations and teams. Further he is adept at assessing needs, generating options and implementing solutions in collaborating with stakeholders. He is also well versed in all the phases of recruitment and hiring and experienced in managing projects.
8.	List of other listed companies in which Directorship is held as on 31.03.2023.	Nil.
9.	Chairman/Member of the committee of the Board of the other companies in which she is a director as on 31.03.2023.	Nil.
10.	Equity Shares held in the company as on	Nil.

	31.03.2023.	
11.	Disclosure of relationships between existing directors and new director	Mr. Dinesh Kumar is not related to any Director or Promoter of the company.

The Board recommends the **Special Resolution** set out at item number 4 of the notice for approval by the members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item number 4 of the notice.

ITEM NUMBER 5

TO APPROVE THE RELATED PARTY TRANSACTIONS.

The members are informed that it has been proposed by the Board to enter into transaction(s) with the related parties mentioned herein below. The quantity of purchase and sale will be based on actual price. The total value of the proposed transaction(s) could reach Rs. 20 crores during financial year 2023-2024 in aggregate which will be carried out at arm's length price and in the ordinary course of business transaction.

Further as per the provisions of Section 188 of the Companies Act, 2013 and the applicable Rules framed there under Related Party Transaction will require prior approval of shareholders through Ordinary Resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the company as per last audited financial statements of the company. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by the company during the financial year 2023-2024. The Related Party disclosures as required under the Accounting Standard (AS-18) on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below:

S. No.	Name of the Related Party	Nature of Relation	Nature of Transactions
01	Ovation Remedies	M/s. Symbiosis Pharmaceuticals Private Limited, one of the promoters is a partner in M/s. Ovation Remedies.	Purchase and sale of goods on a continuous basis.
02	Galaxy Pharmaceuticals Limited, Kenya	Holding company of the promoter i.e. M/s. Galaxy Vitacare Private Limited.	Purchase and sale of goods on a continuous basis.

The Board of Directors recommends passing of the resolution as set out at item number 5 of the notice as an **Ordinary Resolution**.

Except Ms. Sakshi Laller and Mr. Vishwambhar Dayal Gupta, none of the other Directors / Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item number 5 of the notice.

**By Order of the Board of Directors
For Prism Medico and Pharmacy Limited**

**Date: 04/09/2023
Place: Kala Amb**

**Sd/-
Sameer Gupta
Company Secretary /Compliance Officer
ACS: 59256**