

# **PRISM MEDICO AND PHARMACY LIMITED**

CIN: L24100HP2002PLC009299; Email Id: investorgrievancewmcl@gmail.com

Registered Office: Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh-173030.

Date: 20.07.2023

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

**Reference: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Extra Ordinary General Meeting of the members of the company scheduled to be held on Monday the 14<sup>th</sup> day of August, 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**

**DAVENDER SINGH  
DIRECTOR (DIN: 09447213)**

Digitally signed by DAVENDER  
SINGH  
Date: 2023.07.20 17:52:46  
+05'30'

**PRISM MEDICO  
AND  
PHARMACY LIMITED**

**NOTICE OF EXTRA ORDINARY  
GENERAL MEETING**

## **NOTICE CONVENING EXTRA ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF PRISM MEDICO AND PHARMACY LIMITED OF THE FINANCIAL YEAR 2023-2024 WILL BE HELD ON MONDAY, THE 14<sup>TH</sup> DAY OF AUGUST, 2023 AT 12.30 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

- **SPECIAL BUSINESS:**

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

**TO APPOINT MS. SAKSHI LALLER (DIN: 10163397) AS A WHOLE TIME DIRECTOR (PROMOTER, EXECUTIVE DIRECTOR, WOMEN DIRECTOR) OF THE COMPANY.**

**“RESOLVED THAT** pursuant to the provisions of Sections 2(94), 196 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or reenactment(s) thereof for the time being in force), Articles of Association of the company as amended from time to time, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and Board of Directors, the consent and approval of the members of the company be and is hereby accorded to appoint Ms. Sakshi Laller (DIN: 10163397) as a Whole Time Director of the company, for a period of five years with effect from 16<sup>th</sup> May, 2023 upto 15<sup>th</sup> May, 2028, whose office is liable to retire by rotation, on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be accepted to Ms. Sakshi Laller (DIN: 10163397).”

**“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.”

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

**TO REGULARISE THE APPOINTMENT OF MR. VISHWAMBHAR DAYAL GUPTA (DIN: 00152580) AS A DIRECTOR (PROMOTER, NON-EXECUTIVE DIRECTOR) OF THE COMPANY.**

**“RESOLVED THAT** pursuant to provisions of Section 160 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or reenactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vishwambhar Dayal Gupta (DIN: 00152580), who was appointed as an Additional Director by the Board of Directors in their meeting held on 16<sup>th</sup> day of May 2023, who holds office upto the date of ensuing Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (the “Act”), who is eligible for appointment and has consented to act as Director of the company and as per recommendation of Nomination and Remuneration Committee proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company.”

**“RESOLVED FURTHER THAT** any of the Directors/Key Managerial Personnel of the company, be and is hereby jointly/severally authorized to do all such acts, deeds and things and to complete all other formalities as may be required in this regard.”

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

**TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.**

**“RESOLVED THAT** pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Rules framed there under and subject to the provisions of the Articles of Association of the company and subject to the approval of the Registrar of Companies, Himachal Pradesh, the consent and approval of the shareholders be and is hereby accorded for increase in authorised share capital of the company from Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.”

**“RESOLVED FURTHER THAT** Clause V of Memorandum of Association be and is hereby altered and substituted with the following:

V. The authorised share capital of the company is Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Rupees Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

**“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.”

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

**Date: 20/07/2023.**

**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 1, 2 and 3 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 Extra Ordinary General Meeting (EOGM) venue is not required and EOGM shall be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, members can attend and participate in the ensuing EOGM 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 EOGM. However, the body corporates are entitled to appoint authorised representatives to attend the EOGM 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 the notice of EOGM along with necessary documents is being sent in electronic mode to members whose e-mail address is registered with the company or the Depository Participant(s) as on July 14, 2023 and to all other persons so entitled. The notice of EOGM along with necessary documents will also be displayed on the website ([www.prismmedico.com](http://www.prismmedico.com)) of the company.
5. The members can join the EOGM 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 EOGM through VC will be made available for 1,000 members on first come first served 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 EOGM 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 EOGM through VC/OAVM Facility and e-Voting during the EOGM.
7. Attendance of the Members participating in the EOGM 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 EOGM and facility for those members participating in the EOGM to cast vote through e-Voting system during the EOGM.
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 Tuesday, 08<sup>th</sup> August, 2023 to Monday, 14<sup>th</sup> August, 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, Patiala 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 Extra Ordinary General Meeting, download the votes cast at the EOGM 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.
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 Extra Ordinary 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 Extra Ordinary 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 EOGM shall be the registered office of the company.
20. Since the EOGM 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 EOGM 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 Friday, August 11, 2023 at 09:00 A.M. and ends on Sunday, August 13, 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. August 07, 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 August 07, 2023.**

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

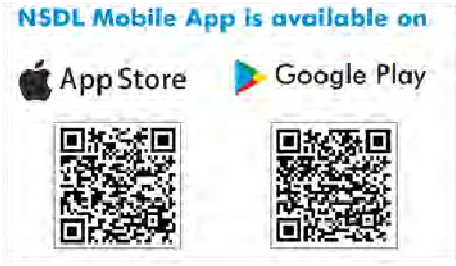
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**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 <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or <b>e-Voting service provider-NSDL</b> 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 &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/ Member’</b> 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 <b>e-Voting service provider-NSDL</b> 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 &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="676 1641 1134 1906" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <p>App Store      Google Play</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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN Number from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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. <b>NSDL</b> 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 <b>e-voting service provider-NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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](mailto:riyagarg1511@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in)
- IV) **Process for those shareholders whose email id is 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 along with necessary documents:**
- In case shares are held in physical mode please provide Folio Number, Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com).
  - 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), AADHAAR (self attested scanned copy of Aadhar Card) to [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com). If you are an Individual Shareholders 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.**
  - Alternatively Shareholders/ Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
  - 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 EOGM 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](mailto: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](mailto:investorgrievancewmcl@gmail.com).

**PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS**

- As the EOGM 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](mailto:investorgrievancewmcl@gmail.com) to enable smooth conduct of proceedings at the EOGM. Questions/Queries received by the company on or before Monday, August 07, 2023 on the aforementioned e-mail id shall only be considered and responded to during the EOGM.
- Members who would like to express their views or ask questions during the EOGM 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](mailto:investorgrievancewmcl@gmail.com) on or before Monday, August 07, 2023. Those members who have registered themselves as a speaker

will only be allowed to express their views/ask questions during the EOGM.

- c) The company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EOGM.

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

- 1) Member will be provided with a facility to attend the EOGM 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 EOGM ARE AS UNDER:**

- 1) The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
- 3) Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
- 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 EOGM shall be the same person mentioned for Remote e-voting.

**Date: 20/07/2023.**

**Place: Kala Amb.**

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

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

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

### **ITEM NUMBER 1**

#### **TO APPOINT MS. SAKSHI LALLER (DIN: 10163397) AS A WHOLE TIME DIRECTOR (PROMOTER, EXECUTIVE DIRECTOR, WOMEN DIRECTOR) OF THE COMPANY.**

The member are informed that Ms. Sakshi Laller was appointed as a Wholetime Director of the company with effect from 16<sup>th</sup> May, 2023, subject to the approval of members at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

Whereas, on the recommendation of the Nomination and Remuneration Committee, the Board has decided to place the matter of appointment of Ms. Sakshi Laller as a Wholetime Director of the company before the shareholders' for their approval on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board. The Board considers that her association would be of immense benefit to the company as she can manage and control the affairs of the company efficiently.

Therefore, the Board recommends passing of resolution set forth in agenda number 1 of the notice by the members as a **Special Resolution**.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as **Annexure A** to this notice.

### **Annexure A**

Details of the Director seeking appointment/ re-appointment as required under SEBI (LODR) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India:

<b>S. NO.</b>	<b>PARTICULARS</b>	<b>INFORMATION</b>
1.	Type of event	Appointment of Ms. Sakshi Laller as a Whole Time Director of the company.
2.	Date of Birth	20/11/1998
3.	Date of appointment on the Board	16 <sup>th</sup> May, 2023.
4.	Date of appointment at current designation	16 <sup>th</sup> May, 2023.
4.	Tenure of appointment	5 years
5.	DIN	10163397
6.	Nationality	Indian
7.	Category	Promoter, Executive Director, Women Director.
8.	Qualification	Commerce Graduate.
9.	Brief Profile/ Expertise	She is having an experience of four years in the field of pharmaceutical industry as well as domestic and export market. She has a good experience in handling and managing production, sales and export in the

		pharmaceutical industry.
10.	List of other companies in which Directorship is held as on 30.06.2023.	Nil
11.	Chairman/Member of the Committee of the Board of the Other companies in which she is a director as on 30.06.2023.	Nil
12.	Equity Shares held in the company as on 30.06.2023	Nil
13.	Disclosure of relationships between existing directors and new director	N.A.

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 1 of the notice.

## **ITEM NUMBER 2**

### **TO REGULARISE THE APPOINTMENT OF MR. VISHWAMBHAR DAYAL GUPTA (DIN: 00152580) AS A DIRECTOR (PROMOTER, NON-EXECUTIVE 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. Vishwambhar Dayal Gupta as an Additional Director, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the company with effect from 16<sup>th</sup> May, 2023. Further pursuant to Regulation 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), said appointment is required to be approved by the shareholders at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Therefore, now the company has received a notice from a him under Section 160 of Companies Act, 2013, proposing his candidature for the office of Director, based on which Nomination and Remuneration Committee has recommended the Board to place the matter of regularization of appointment of Mr. Vishwambhar Dayal Gupta as a Director 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. Vishwambhar Dayal Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act a Director. 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. Vishwambhar Dayal Gupta and other requisite details are mentioned below:

S. NO.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Vishwambhar Dayal Gupta as a Director.
2.	Date of Birth	12/12/1942
3.	Date of Appointment on the Board	16 <sup>th</sup> May, 2023.

4.	Date of appointment at current designation	16 <sup>th</sup> May, 2023.
5.	Nationality	Indian
6.	Category	Promoter, Non-Executive Director.
7.	Qualification	Qualified his Masters in M. Pharma.
8.	Brief Profile/Expertise	He is having experience of more than 50 years in the field of pharmaceutical industry and managing the affairs of pharmaceutical company(ies).
9.	List of other listed companies in which Directorship is held as on 30.06.2023.	N.A
10.	Chairman/Member of the Committee of the Board of the other companies in which he is a director as on 30.06.2023	N.A.
11.	Equity Shares held in the company as on 30.06.2023	N.A.
12.	Disclosure of relationships between existing directors and new director	Mr. Vishwambhar Dayal Gupta is not related to any Director or Promoter of the company.

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 2 of the notice. The Board commends the **Ordinary Resolution** set out at item number 2 of the notice for approval by the members.

### **ITEM NUMBER 3**

#### **TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY.**

The members are informed that the management has decided to expand the business activities for which the company would be requiring additional funds. As the present authorized share capital is not enough to accommodate the proposed increase accordingly your Board has recommended to increase the authorized share capital to Rs. 25,00,00,000 by creating 1,50,00,000 new equity shares of Rs. 10/- each. Whereas, the provisions of Section 13 read with Section 61 of the Companies Act, 2013 require the consent of the shareholders through a Special Resolution before the respective Clause 5 of the Memorandum of Association is amended. Hence, your Board recommends the passing of proposed resolution as a **Special Resolution**.

None of the Directors is/are hereby interested directly or indirectly in the proposed resolutions except to the extent of their shareholding in the company.

**Date: 20/07/2023.**

**Place: Kala Amb.**

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

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