

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16th ANNUAL GENERAL MEETING OF THE MEMBERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON 27th SEPTEMBER, 2018, AT 11.30 A.M. AT D-118, INDUSTRIAL AREA, PHASE VII, MOHALI-160055. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31st March, 2018 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2018 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Jasjot Singh (DIN: 01937631) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED** that, pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the rules made there under pursuant to recommendation of the Board of Directors and pursuant to the resolution passed by the members at Annual General Meeting, the appointment of M/s Harjeet Parvesh & Company (FRN NO. 017437N), Chartered Accountants, # 1122, Sector 71, Mohali as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31.03.2019, as may be determined by Board of Directors in consultation with the auditors.”

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SEHEJBIR SINGH AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Sehejbir Singh (DIN: 07986072) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

5. APPOINTMENT OF MS. SIMMI CHHABRA AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Ms. Simmi Chhabra (DIN: 07870398) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

6. APPOINTMENT OF MR. RISHI PAL PANWAR AS A DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rishi Pal Panwar (DIN: 08049792) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

7. APPOINTMENT OF MR. SEHEJBIR SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sehejbir Singh (DIN: 07986072), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from December. 2017 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally 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”

8. APPOINTMENT OF MS. SIMMI CHHABRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Simmi Chhabra (DIN: 07870398), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from December. 2017 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally 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”

9. APPOINTMENT OF MR. RISHI PAL PANWAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rishi Pal Panwar (DIN: 08049792), who has submitted a declaration that he meets the criteria for independence and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from February, 2018 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally 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”.

10. TO CONSIDER THE INSERT IN OBJECT CLAUSE OF THE MEMORANDUM OF ARTICLES OF COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and Regulations framed there under (including any statutory modification(s) or re enactment(s)thereof for the time being in force)and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Mumbai, under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for addition of the Object Clauses of the Memorandum of Association of the Company in the following manner :-

- A. The Objects Clause IIIA (Main Objects) of the Memorandum of Association of the Company be and is hereby altered by inserting the following New Objects h, i and j after the existing Clause g and renumber accordingly
- h. To carry on business of Import, Export and Domestic for processing, packing, re-packing, trading in, purchase, sell and to act as mercantile agents, clearing and forwarding agents, brokers, consignors, consignees, conversion agents, distributors, act as stockiest or otherwise in any other manner deal in all types of food and food products, organic foods, processed foods, packed foods, frozen foods, canned and Jarred foods, poultry products, groceries including ready to eat preparations, condiments, other ethnic preparations, agricultural produce, cattle feeds soya bean, wheat, rice & rice products, maize, all types of cereals, pulses, dal, oats, cash crops, sugar cane, sugar, vegetables, and fruits including dehydrated fruit and vegetables and their products, preserved fruits, dry fruits, jam, pickles, masalas, masala mixes, coffee and coffee products, tea & Tea products, edible oils, hydrogenated fat, vanaspathi, tallow, meat and meat products, marine products, poultry, piggery, prawn and pisci- culture, dairy products, condensed milk, flavored milk, ice cream, sea foods, butter, ghee, oil, edible oil, backed products, pastries, confectioneries, sweets, biscuits, chocolates, beverages, fruit juices, concentrates, mineral water, soft drinks, syrups, preservatives, flavors, colouring agents, emulsifiers, food supplements, nutrients, natural or synthetic chemicals used for processing and preservation in the food industry.
- i. To carry on the business of selling agents, purchasing agents, general agents, commission agents, sub-agents, distribution agents, stockiest, dealers and manufacturers, representatives, marketing agents or consultants, indenting agents of all types and kinds of foods, commodities and services and to do all such other acts and things which are conducive to the aforesaid business and/ or ancillary or incidental to the same.

j. To develop and turn to account any land acquired on lease or to be acquired by the company or in which it is interested, and in particular by laying out and preparing the same for farming, cultivation purposes, constructing, altering, pulling down, decorating, maintaining filling up and improving land, and by planting, paving draining, farming, cultivating and letting on lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with persons, farmers and others.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the alteration in object clause thereof with the Registrar of Companies, Punjab and Chandigarh at Chandigarh and to resolve and settle all questions and difficulties that may arise in the proposed alteration of object clause and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

11. TO CHANGE THE NAME OF THE COMPANY:

To consider and if thought fit, to pass with or without modification/s the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from “PRISM MEDICO & PHARMACY LIMITED” to “PRISM SYMBIOTICS LIMITED” or any other name as may be approved by the Central Government, Registrar of Companies, NCT of Punjab and Chandigarh and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause: 1. The Name of the Company is PRISM SYMBIOTICS LIMITED.”

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

12. ISSUE OF PARTLY PAID EQUITY SHARES ON A PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT BASIS TO THE PROMOTERS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 62 (1) (c) and 42 of the Companies Act, 2013 (including any statutory modification thereto or reenactment thereof for the time being in force) respectively read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, and in accordance with the provisions of Articles of Association of the Company and subject to the approval, consent, permission and/or sanction, as may be required from the Financial Institutions, and any other appropriate authority, Institution or Body and subject to such terms, conditions,

alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the members be and is here by accorded to the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee duly constituted by the Board of Directors or any Committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) to create, offer, issue and allot 3,00,000 (Three Lakh) Equity shares at a premium each including issuing such shares as partly paid up shares (25% payable on application and balance 75% to be payable later within 18 months) initially to the following promoters of the Company in the following manner:

S.No	Name of the Promoter	No. of Shares
1.	Mr. Jasjot Singh	150000
2.	Mrs. Parmjeet Kaur	150000
	Total	300000

RESOLVED FURTHER THAT the shares to be issued and allotted shall rank pari-passu with the existing shares of the Company in all respects including dividend, voting, winding up rights and all other rights and privileges as may be assigned from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, things (including making necessary entries in the relevant statutory registers) and to give directions as may be necessary or desired and to accept any modifications in the above proposal as may be required by the authorities involved and also settle any questions or difficulties that may arise in respect of offer, issue and allotment of securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to file necessary forms, documents and papers with the Registrar and all other authorities concerned and to do all such acts, deeds and things as may be required to execute all such writings and instruments in connection with the issue and allotment of securities as the Board may in its absolute discretion deem necessary or desirable for giving effect to this resolution."

Registered Office:

D-118, Industrial Area, Phase - VII

Mohali-160055

Date: 01.09.2018

Place: Mohali

By Order of the Board of Directors

For Prism Medico & Pharmacy Limited

Jasjot Singh

Director

Gursimran Singh

Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of himself/herself. Such a Proxy/ Proxies need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. 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. 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.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2018.

5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.

6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.

7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.

8. The transfer of Unclaimed Dividend to Investor Education & 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.

9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The 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 and the Members holding shares in physical form can submit their PAN details to the Company.

11. Members may also note that the Notice of the 16th Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website <http://www.prismmedico.com/> for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

12. Electronic copy of the Notice of the 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 16th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Voting Options

(1) Voting through Electronic Means

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.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

(i) Open email and open PDF file viz; "Prism Medico & Pharmacy Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above.
Click Login.

(v) Password change menu appears.
Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof.
Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Prism Medico & Pharmacy Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository] Participants(s)] or requesting physical copy:

Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

Please follow all steps from Sl. No. (ii) To Sl. No. (xii) Above, to cast vote.

Voting at AGM: The members who have not cast their vote by remote e-voting

can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

OTHER INSTRUCTIONS

- I. 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 Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 20th September, 2018, are entitled to vote on the Resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. on Monday, 24th September, 2018 and will end at 5.00 p.m. on Wednesday, 26th September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2018.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2018, may obtain the login ID and password

by sending an email to evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.

- VIII. 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.
- IX. 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 or voting at the meeting through ballot papers.
- X. Mr. Prince Chadha, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days 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.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL.
- XIII.

Registered Office:

D-118, Industrial Area, Phase - VII

Mohali-160055

Date: 01.09.2018

Place: Mohali

By Order of the Board of Directors
For Prism Medico & Pharmacy Limited

Jasjot Singh

Director

Gursimran Singh

Director

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

ITEM No. 4 & 7

The Board of Directors of the Company had appointed Mr. Sehejbir Singh as an Additional Director with effect from February 14, 2018 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Board of Directors of the Company had appointed Mr. Sehejbir Singh as an Additional Director with effect from February 14, 2018 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Sehejbir Singh, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Sehejbir Singh as an Independent Director of the Company within the meaning of the Companies Act, 2013 for a term of 5 consecutive years commencing from February 14, 2018.

Mr. Sehejbir Singh has done BSC from Punjab Technical University and, he has wide expertise in administration.

In the opinion of the Board, Mr. Sehejbir Singh, who is proposed to be appointed as an Independent Director of the Company with effect from February 14, 2018 for a period of 5 years, fulfils the conditions specified under Companies Act 2013 and is Independent of the management. Considering his experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Sehejbir Singh as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Mr. Sehejbir Singh be paid annually, a commission of an amount not exceeding in aggregate three (3%) percent of the net profits of the Company computed in the manner referred to the Companies Act, 2013 or INR 15 Lacs (Rupees Fifteen Lacs only), whichever is less, in addition to the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Except Mr. Sehejbir Singh, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution

The resolutions as set out in Item no. 4 and 7 of this Notice are accordingly recommended for your approval.

ITEM No. 5 & 8

The Board of Directors of the Company had appointed Ms. Simmi Chhabra as an Additional Director with effect from December 04, 2017 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Ms. Simmi Chhabra, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Ms. Simmi Chhabra as an Independent Director of the Company within the meaning of the Companies Act, 2013 for a term of 5 consecutive years commencing from December 04, 2017.

Ms. Simmi Chhabra has done Bachelors of Technology from Punjab Technical University and, she has wide expertise in administration.

In the opinion of the Board, Ms. Simmi Chhabra, who is proposed to be appointed as an Independent Director of the Company with effect from December 04, 2017 for a period of 5 years, fulfils the conditions specified under Companies Act 2013 and is Independent of the management. Considering his experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Ms. Simmi Chhabra as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Ms. Simmi Chhabra be paid annually, a commission of an amount not exceeding in aggregate three (3%) percent of the net profits of the Company computed in the manner referred to the Companies Act, 2013 or INR 15 Lacs (Rupees Fifteen Lacs only), whichever is less, in addition to the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Except Ms. Simmi Chhabra, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 5 and 8 of this Notice are accordingly recommended for your approval.

ITEM No. 6 & 9

The Board of Directors of the Company had appointed Mr. Rishi Pal Panwar as an Additional Director with effect from February 14, 2018 pursuant to provisions of Section 161 of the Companies Act, 2013, who shall hold the office of Director up to the date of the ensuing Annual General Meeting.

The Company has received from Mr. Rishi Pal Panwar, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

Further, the provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from April 1, 2014 which requires every Public Company fulfilling the prescribed criteria as laid down in Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint an Independent Director on its Board and the Independent Director shall not be included in the total number of directors for retirement by rotation. Accordingly, in terms of provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors of the Company had appointed (subject to the approval of the members at the ensuing General Meeting), Mr. Rishi Pal Panwar as an Independent Director of the Company within the meaning of the Companies Act, 2013 for a term of 5 consecutive years commencing from February 14, 2018.

Mr. Rishi Pal Panwar has done Bachelors of Arts from CCS University, Meerut. He has held roles of increasing responsibility in the organisation across strategy, finance, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles.

In the opinion of the Board, Mr. Rishi Pal Panwar, who is proposed to be appointed as an Independent Director of the Company with effect from February 14, 2018 for a period of 5 years, fulfils the conditions specified under Companies Act

2013 and is Independent of the management. Considering his experience, his presence on the Board will be of immense value to the Company.

A copy of the draft letter of appointment of Mr. Rishi Pal Panwar as an Independent Director setting out the terms and conditions shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

Further, as the roles and responsibilities of Independent Directors have undergone significant changes demanding greater involvement in the supervision of the Company, it is proposed that the Mr. Rishi Pal Panwar be paid annually, a commission of an amount not exceeding in aggregate three (3%) percent of the net profits of the Company computed in the manner referred to the Companies Act, 2013 or INR 15 Lacs (Rupees Fifteen Lacs only), whichever is less, in addition to the sitting fees, within the limits prescribed under the Act and Rules thereunder and as approved by the Board of Directors of the Company, for attending the meeting(s) of the Board or any Committee thereof and reimbursement of any expenses for participation in the board and other meetings.

Except Mr. Rishi Pal Panwar, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The resolutions as set out in Item no. 6 and 9 of this Notice are accordingly recommended for your approval.

ITEM No. 10

Your Board is considering from time to time the proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new activities.

The Board of Directors of the company at their meeting held on 14th August, 2018 have subject to the approval of the shareholders, Stock Exchanges where the shares of the company are listed and other relevant regulatory authorities, in principally decided to change the main objects of the company.

Accordingly it is proposed that the existing clause no. 1 forming part of III-(A) of the Main Objects be altered by - Insertion of new clause no. h, l, and j after the existing Clause g and renumber accordingly.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies (ROC).

The Board of Directors accordingly recommends the resolution set out at Item No. 10 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the resolution for your approval as a Special Resolution.

ITEM No. 11

The Board of Directors of the Company in its meeting held on 14th August, 2018 decided to change the name of the Company from "PRISM MEDICO & PHARMACY LIMITED" to "PRISM SYMBIOTICS LIMITED" because SYMBIOTICS stands for "biotechnology", which is the business activity of the company and the Board considered the same as more dominant name for the company. The Directors believe that the change in the name of the Company which is being undertaken as part of

corporate rebranding would make the name of the Company simple, sharp and focused. The name "PRISM SYMBIOTICS LIMITED" has been duly sent for getting approval and made available for changing the name by the CRC Indian Institute of Corporate Affairs, Manesar vide "RUN" form filed dated 30.08.2018.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

ITEM No. 12

1. The Board has proposed to issue and allot 3,00,000 Partly paid Equity shares payable over a period of Eighteen Months to the persons belonging to promoters and persons acting in concert on preferential basis of allotment.

As per Regulation 73(3) of SEBI Chapter VII of SEBI (ICDR) Regulations, when equity shares are issued on a preferential basis, the valuation of the assets in consideration for which the equity shares are issued shall be done by an Independent Qualified Valuer. A copy of the Valuation report issued by Independent Qualified Valuer shall be available for inspection at the registered office/ corporate office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting. A copy of the Certificate of the Statutory Auditors of the Company certifying adherence to the SEBI (ICDR) Regulations for preferential issue for the proposed issue will be available for inspection for the members of the Company at the registered office / corporate office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting

2. the information as required under SEBI (ICDR) Regulations and the Companies Act, 2013 and the rules framed there under, is as under:

The nature of concern or interest, financial or otherwise, if any of (i) director, manager; (ii) other key managerial personnel; or (iii) relatives of the persons mentioned in (i) and (ii):

None of the directors, managers, key managerial personnel are interested or concerned except to the extent of their shareholding and directorship.

3. The disclosures pursuant to Rule 13(2)(d) the of Companies (Share Capital and Debentures) Rules, 2014 are as follows:

a) Objects of the issue

As the Board proposes to undertake expansion program, it requires raising the additional funds which the management proposes to raise by further issue of securities of the Company.

b) Total number of shares or other securities to be issued

The Board is proposed to issue a total of 3,00,000 Equity shares of Rs.10/- each at a premium at a price not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations.

c) Pricing

The ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

d) Relevant date with reference to which the price has been arrived at.

The relevant date, for determination of the price is August 28, 2018, being the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the proposed issuance of Equity Shares

e) The class or classes of persons to whom the allotment is proposed to be made

All are individuals

f) Intention of promoters, directors to subscribe to the offer

Contribution of capital for the business expansion activities and increase their shareholding in the Company.

g) Proposed time within which the allotment shall be completed

The allotment of the shares shall be completed within 1 month from the date of passing of the above resolutions in accordance with the provisions of applicable Rules and Guidelines.

h) The names of the proposed allottee and the percentage of post preferential offer capital that may be held by the proposed allottees.

S No.	Name of the Allottee	No of Shares	Percentage of post preferential offer
1.	Mr. Jasjot Singh	1389878	23.23
2.	Mrs. Parmjeet Kaur	458039	7.19

i) Change in control

There will not be any change in the control of the company on account of the proposed private placement.

j) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.

During the year, the Company has not made any preferential allotment.

k) The pre issue and post issue shareholding pattern of the company:

S. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoters' Holding:				
1.	Indian:				
2.	Individual	1593766	26.28	1893766	29.76
3.	Body Corporate	1821905	30.04	1821905	28.63
4.	Foreign Promoters				
	Sub Total	3415671	56.33	3715671	58.39
B	Non-Promoters' Holding:				
1.	Institutional Investors				
2.	Non-Institution:				
3.	Private Corporate Bodies				
4.	Directors and Relatives				
5.	Indian Public	2647757	43.66	2647757	41.60

6.	Others (Including NRIs)				
	Sub Total (B)	2647757	43.66	2647757	41.60
	GRAND TOTAL (A+B)	6063428	100	6363428	100

4. The disclosures pursuant to Rule 14 (2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

The price of shares to be issued is determined based on the not less than following:

- (i) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

The Board of Directors of the company recommends the special resolution for approval of the members in the meeting.

The relevant books and documents are available for inspection during business hours of the Company till the date of the meeting.

Registered Office:

D-118, Industrial Area, Phase - VII

Mohali-160055

Date: 01.09.2018

Place: Mohali

By Order of the Board of Directors
For Prism Medico & Pharmacy Limited

Jasjot Singh

Director

Gursimran Singh

Director