

Prism Medico & Pharmacy Limited

CIN: L51109MH2002PLC206595

23/91, White Bungalow, Yashwant Nagar,
Near Filmistan Studio & Patkar College,
Opposite BMC School, Goregaon West,
Mumbai-400062.
Telephone no – 022 28733312
Email Id – investorgrievancewmcl@gmail.com

Date: 29/08/2017

To,
The Manager - CRD
BSE Limited
PhirozeJeejeebhoy Towers,
2nd Floor, Dalal Street,
Mumbai – 400001

Dear Sir/ Madam,

Sub: - Notice of Annual General Meeting & Intimation of Record date (cut-off date) and Book Closure for the purpose of Annual General Meeting.

We wish to inform your good self that the 15th Annual General Meeting of our Company will be held on **Thursday, 21st September, 2017 at 9:30 A. M. at its C-101/201, MANAS BUILDING, PARVATI KUNJ, NEAR ST LAWRENCE HIGH SCHOOL, DEVIDAS ROAD, BORIVALI WEST, MUMBAI, MAHARASHTRA 400092.**

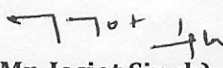
The Record date (cut-off date) is Saturday, 09th September, 2017 and Book Closure period is from September 14, 2017 to September 21, 2017 (both days inclusive) as to ascertain the voting rights of members in proportion to their holding in the paid up share capital of the Company.

Attached herewith is the Notice of 15th Annual General Meeting.

Kindly take the note of the same in your record and oblige.

Thanking You,

For Prism Medico & Pharmacy Limited


(Mr. Jasjot Singh)
Director

Encl.: As above

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 15th ANNUAL GENERAL MEETING OF THE MEMBERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON 21ST SEPTEMBER, 2017, AT 9.30 A.M. AT C-101/201, MANAS BUILDING, PARVATI KUNJ, NEAR ST LAWRENCE HIGH SCHOOL, DEVIDAS ROAD, BORIVALI WEST, MUMBAI, MAHARASHTRA 400092. 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, 2017 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2017 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Jasjot Singh (DIN : 01937631) and Mr. Gursimran Singh Bhatia (DIN : 02209675) 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 Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, having Firm Registration No.017437N, who was appointed in the Board Meeting dated 30th May, 2017, in casual vacancy caused by resignation of M/s. R. Mahajan & Associates, Statutory Auditor, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the sixth consecutive Annual General Meeting of the Company, subject to ratification by members at each annual general meeting, at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company and/or, any Key Managerial Personnel be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4) APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

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, 140 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, having Firm Registration No.017437N, as a Statutory Auditors of the Company to fill up the casual vacancy caused by resignation of M/s. R. Mahajan & Associates, Chartered Accountants, previous auditors of the Company, be and is hereby approved upon such terms and conditions as may be mutually decided between the Board of Directors of the Company and M/s. Harjeet Parvesh & Co, Chartered Accountants.”.

5) RAISING OF THE FUNDS THROUGH FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBS) UPTO 12 MILLION USD OPTIONALLY OR COMPULSORILY CONVERTIBLE INTO SHARES:

“RESOLVED THAT pursuant to Sections 42 and 62(1) (c) and other applicable provisions of the Companies Act, 2013, and rules framed thereunder, including any amendment thereto or statutory modification(s) or reenactment(s) thereof for the time being in force and subject to all applicable laws and regulations including but not limited to, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listing agreements entered into with the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendment thereto or re-enactment thereof for the time being in force)(“SEBI Regulations”), the provisions of Foreign Exchange Management Act, 1999 and Foreign Exchange Management (Transfer or issue of Security by a person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, the Master Direction - External Commercial Borrowings, Trade Credit, Borrowings and Lending in Foreign Currency by Authorised Dealers and Persons other than Authorized Dealers, effective from January 1, 2016, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable rules, regulations, guidelines, or laws and / or subject to any approval (s), consent(s), permission(s) or sanction(s) of the Government of India, Reserve Bank of India (“RBI”), the Foreign Investment Promotion Board (“FIPB”), the Securities and Exchange Board of India (“SEBI”) and other appropriate authorities, institutions and bodies including but not limited to financial institutions and lenders, if required, and subject to such provisions as may be prescribed by any one of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the power conferred by this resolution), consent of the Company be and is hereby accorded to the offer, issue and allot, at such prices and on such terms and with such attributes, rights and privileges and all other matters connected therewith or incidental thereto, as the Board may from time to time decide, to be subscribed in foreign/ Indian currency, of foreign currency convertible bonds (“FCCBs”) and/or other bonds, securities or instruments amounting upto USD 12 Millions convertible into equity shares of the Company, at such time or times in one or more tranche or tranches, on such date as may be determined by the Board, at par or at such price or prices, and on such terms and conditions and in such manner as the Board may, in its absolute discretion, determine without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations /guidelines in force.

RESOLVED FURTHER THAT in the event of issuance of FCCBs as above mentioned, the relevant date on the basis of which price of resultant Equity Shares, if any, shall be determined shall mean the date of meeting in which the Board or a committee thereof decides to open the said issuance of FCCBs, or such other time as may be prescribed by the applicable laws from time to time.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, for giving effect to this resolution with power on behalf of the Company to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the issue proceeds of the securities as above mentioned and to delegate all or any of the powers conferred on its by or under this Resolution to any committee of the Board, thereof.”

Registered Office:

23/91 , White Bungalow , Yashwant Nagar,
Near Filmistan Studio and Patkar College,
Opposite BMC School, Goregaon West, Mumbai-400104.

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

Date: 28.08.2017

Place: Mumbai

Sd/-
Anjali Aggarwal
Company Secretary & Compliance Officer

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, Tuesday, 22nd August, 2017 to Tuesday, 28th August, 2017 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2017.

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 15th Annual General Meeting and the Annual Report for financial year 2016-2017 will also be available on the Company's website <http://www.prismmedicos.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 15th 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 15th 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:

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

II. 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 Tuesday, 22nd August , 2017, 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, 18th September, 2017 and will end at 5.00 p.m. on Wednesday, 20th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2017, 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 22nd August, 2017.
- 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. 22nd August, 2017, 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. Jaymin Modi, 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 scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised 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.

Registered Office:

23/91, White Bungalow, Yashwant Nagar,
Near Filmistan Studio and Patkar College,
Opposite BMC School, Goregaon West, Mumbai-400104.

Date: 26.08.2017

Place: Mumbai

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

Sd/-
Anjali Aggarwal
Company Secretary & Compliance Officer

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

ITEM No. 4

M/s. R. Mahajan & Associates, Chartered Accountants, existing auditors of the Company had tendered their resignation from the position of Statutory Auditor due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Accordingly the Board proposes that M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. R. Mahajan & Associates, Chartered Accountants.

M/s. Harjeet Parvesh & Co, Chartered Accountants, Chandigarh, have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The appointment of Statutory Auditor caused by resignation of existing auditor needs to be approved by members of the Company within a period of 3 months from the recommendation of the Board. Hence the resolution for appointment of M/s. Harjeet Parvesh & Co, Chartered Accountants as Statutory Auditor of the Company is proposed in this Annual General Meeting for the consent of the members.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

ITEM No. 5

The Company considers issuance of foreign currency convertible bonds ("FCCBs") and/or other bonds or securities convertible or exchangeable into Equity Shares amounting upto USD 12 Millions.

The Company intends to use the funds for general corporate purposes including capital expenditure, setting up of new business, expansion either in the Company or its domestic/overseas subsidiary(ies), acquisitions or any other use as may be permitted under applicable law or regulations from time to time.

In case of issuance of FCCBs and/or other bonds, these FCCBs/ bonds will be converted into Equity Shares at a price not less than the price as calculated in accordance with the pricing prescribed by the Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, Reserve Bank of India/ Ministry of Finance, Government of India. Further such price will be the higher than the pricing prescribed under Chapter VII of the SEBI Regulations and any other applicable laws.

In the event of issuance of FCCBs as abovementioned, the relevant date on the basis of which price of resultant Equity Shares, if any, shall be determined shall mean the date of meeting in which the Board or a committee thereof decides to open the said issuance of FCCBs, or such other time as may be prescribed by the applicable laws from time to time.

The Board of Directors believes that the proposed offer will be in the best interest of the Company and approved the same and recommends the resolution for the consideration and approval by the shareholders by way of Special Resolution. The detailed terms and conditions for the above mentioned issue will be determined by the Board or a Committee thereof, in consultation with the advisers, lead managers and such other authority(ies) as may be required to be consulted.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Registered Office:

23/91, White Bungalow, Yashwant Nagar,
Near Filmistan Studio and Patkar College,
Opposite BMC School, Goregaon West, Mumbai-400104.

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

Date: 28.08.2017

Place: Mumbai

Sd/-
Anjali Aggarwal
Company Secretary & Compliance Officer