

## PRISM MEDICO AND PHARMACY LIMITED

Registered office: D-118, Industrial Area, Phase VII, Mohali, Punjab 160055 India

CIN: L51109PB2002PLC047444, E-mail: [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com),

Website: <http://prismmedico.in/>

### **NOTICE CONVENING THE 01<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 01<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE SHAREHOLDERS OF PRISM MEDICO & PHARMACY LIMITED WILL BE HELD ON MONDAY, 31<sup>ST</sup> DAY OF JANUARY 2022, AT 11:30 A.M THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

#### **SPECIAL BUSINESS:**

**1. TO REGULARISE MR. DAVENDER SINGH (DIN: 09447213) AS THE DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** Mr. Davender Singh (DIN: 09447213), who was appointed as an Additional Director by the Board of Directors in their meeting held on 30<sup>th</sup> day of December 2021, 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 of the Company and Key Managerial Personnel of the Company, be and are hereby jointly/ 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.”

**2. TO REGULARISE MR. PARDEEP KUMAR (DIN: 09451568) AS THE DIRECTOR (NON-EXECUTIVE INDEPENDENT DIRECTOR) OF THE COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) 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. Pardeep Kumar (DIN: 09451568) who was appointed as an Additional Independent Director, by the Board of Directors in their meeting held on 30<sup>th</sup> day of December 2021, has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom recommendation has been received from Nomination & Remuneration Committee proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five (5) consecutive years for the maximum period upto 30<sup>th</sup> December, 2026 and whose office shall not be liable to retire by rotation.

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

**3. TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF PUNJAB TO THE STATE OF HIMACHAL PRADESH.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act, 2013”) read with the rules framed thereunder (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government (Powers delegated to Regional Director), Registrar of Companies and such other approvals, permissions and sanctions as may be required under the provisions of the Act, 2013 or under any other law for the time being in force, the consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the “State of Punjab” to the “State of Himachal Pradesh”.

**RESOLVED FURTHER THAT** upon shifting of the Registered Office becoming effective, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new clause:

“II. The Registered Office of the Company will be situated in the State of Himachal Pradesh.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall also include a committee of directors thereof or such person authorised by the Board) is hereby authorized to finalize the address of Registered Office of the Company in the State of Himachal Pradesh, as it may consider appropriate.

**RESOLVED FURTHER THAT** Mr. Davender Singh (DIN: 09447213) Director, Mr. Ramandeep Singh (DIN: 07896086) Whole time Director, Mr. Gursimran Singh, Chief Financial Officer and Mr. Sameer Gupta, Company Secretary (ACS: 59256) of the Company be and are hereby severally or jointly authorized to make necessary application to the Central Government, (powers delegated to Regional Director), Registrar of Companies and other regulatory authorities in this matter, to appear before them, to make any modifications, changes, variations, alterations or revisions stipulated by the concerned authorities while according approval or consent, and to do all such acts, deeds, matters and things as may be necessary/incidental/ancillary to give effect to this resolution including execution/signing/filing of necessary forms/ documents/ affidavits/ indemnity/ undertakings/ declarations as may be required, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to engage counsels/consultants/executives/advisors to represent the Company and appear on its behalf before the Central Government, Regional Director, Registrar of Companies, and other regulatory authorities in this matter and obtain the necessary Directions and/or Order(s) upon

confirmation by the concerned Regulatory Authority and do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution including but not limited to signing, certification and filing of the e-Forms with the Registrar of Companies.”

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

**Date: 30/12/2021**

**Place: Mohali**

**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 there under, in respect of the Special Business under Item Nos. 1, 2 & 3 of the accompanying Notice are 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 No. 14/ 2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, 2020) Circular No. 20/2020 (dated May 5, 2020), Circular No. 02/2021(dated January 13, 2021), Circular No. 10/2021 (dated June 23, 2021)and Circular No. 20/ 2021 (dated December 08, 2021) (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA) physical attendance of the Members to the Extra-Ordinary General Meeting (EGM) venue is not required and EGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing EGM 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 above circulars issued by the MCA, the facility to appoint proxy to attend and cast vote for the Members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC and participate thereat and cast their votes through e-Voting.
4. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis
5. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company at [www.prismmedico.in](http://www.prismmedico.in)
6. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
7. Attendance of the Members participating in the EGM 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 Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as referred in Point No. 2, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
9. 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.
10. 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.
11. M/s. Nitin Kumar & Associates, Practicing Company Secretaries, Chandigarh has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall, immediately after the conclusion of e-voting at Extra-Ordinary General Meeting, download the votes cast at the EGM 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.
13. 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 stock exchanges.
14. The deemed venue for First-EGM shall be the Registered Office of the Company.
15. Shareholders holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant (DP).
16. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and Purva Sharegistry (India) Private Limited, Registrars and Share Transfer Agent ("RTA").
17. Shareholders holding shares in physical form are requested to intimate such changes to the Company or RTA.
18. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
19. 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 EGM is provided under a separate heading, which forms part of this Notice.
20. In case of joint holders attending the EGM, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company, will be entitled to vote.
21. Shareholders holding shares in physical form are requested to dematerialize their holding in order to eliminate all risks associated with physical shares. Shareholder can contact the Company or RTA for further assistance.

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 Thursday, January 27, 2022 at 09:00 A.M. and ends on Sunday, January 30, 2022 at 5:00P.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. January 24,2022 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 January 24, 2022.**

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
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider

i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS” Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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/loginorwww.cdslindia.com">https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com</a> and click on New System Myeasi.</li> <li>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 NSDL to cast your vote.</li> <li>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></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. 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 &amp; Email 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.</li> </ol>
<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 &amp; voting during the meeting.</p>

**Important Note: Members who are unable to retrieve UserID/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	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	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 no.: 1800 1020 990 and

	1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	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

**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 Verificatio 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 DPID 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 is12***** then your user ID is12*****
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 userID 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, Homepage of e-Voting will open.

**Step2: 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 [csnitinchandigarh@gmail.com](mailto:csnitinchandigarh@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) Incase of any queries, you may refer the Frequently Asked Questions (FAQs)for Shareholders and e-Voting usermanual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Abhishek Mishra, NSDL Official at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **IV) Process for those Shareholders whose email ID are not registered with the depositories for procuring user id and password and registration of email IDs for e-Voting for the resolutions set out in this notice and for obtaining Notice and Annual Report:**

- a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorgrievancewmc@gmail.com](mailto:investorgrievancewmc@gmail.com).
- b) In case shares are held in demat mode, please provide DPID-CLID (16-digitDPID+CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorgrievancewmc@gmail.com](mailto:investorgrievancewmc@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 for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
- c) Alternatively Shareholders/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 one-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 EGM 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 no.: 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email ID: [investorgrievancewmc@gmail.com](mailto:investorgrievancewmc@gmail.com).

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

- a) As the EGM 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 No., e-mail ID, mobile number at [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com) to enable smooth conduct of proceedings at the EGM. Questions/ Queries received by the Company on or before Thursday, January 26, 2022 on the aforementioned e-mail id shall only be considered and responded to during the EGM.
- b) Members who would like to express their views or ask questions during the EGM 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 January 26, 2022. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the EGM.
- c) The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.

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

- 1) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- 6) Registration of Speaker related 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 EGM ARE AS UNDER:-**

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

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

**Date: 30/12/2021**

**Place: Mohali**

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

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

**ITEM NO. 1**

**TO REGULARISE MR. DAVENDER SINGH (DIN: 09447213) AS THE 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 appointed Mr. Davender Singh as an Additional Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company with effect from 30th December, 2021. Further, the Company has received a notice in writing from him expressing his willingness to act as a Director, based on which the Nomination & Remuneration Committee has recommended the matter to the board.

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. Davendar Singh as Director before the shareholders for their approval on the Terms & conditions as recommended by Nomination and Remuneration Committee and approved by Board of Directors.

Further, the members are informed that Mr. Davendar Singh 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. Davender Singh and other requisite details are mentioned below:

S.N O.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Davendar Singh as a Director.
2.	Date of Birth	01/01/1977 (44 years)
3.	Date of Appointment on the Board	30th December, 2021
4.	Nationality	Indian
5.	Category	Promoter Non- Executive Director
6.	Qualification	Qualified its Higher Secondary Education in field of Arts & Vocation
7.	Brief Profile/ Expertise	He has significant experience of more than 10 years in the domain of management, sales, marketing, and administration. He has a good experience in research, marketing and sales presentations, organising campaigns for awareness related to market trends. He also has a good knowledge of Real Estate market.
8.	List of other listed companies in which Directorship is held as on 30.12.2021	N.A
9.	Chairman/ Member of The Committee of the Board Of the Other Companies in which he is a director as on 30.12.2021	N.A
10.	Equity Shares held in the Company as on 30.12.2021	N.A
11.	Disclosure of relationships between existing directors and new director	Mr. Davender Singh is not related to any Director 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 No. 1 of the Notice. The Board commends the **Ordinary Resolution** set out at Item No. 1 of the Notice for approval by the members.

## **ITEM NO. 2**

### **TO REGULARISE MR. PARDEEP KUMAR (DIN: 09451568) AS THE DIRECTOR (NON-EXECUTIVE INDEPENDENT DIRECTOR) OF THE COMPANY**

The members are informed that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Pardeep Kumar as an Additional Non Executive Independent Director, pursuant to the provisions of Section 149, 161(1) of the Act and the Articles of Association of the Company with effect from 30th December, 2021. Further, pursuant to provisions of Section 149 read with Schedule IV of the Act, appointment of Independent Director requires approval of members.

The Company has received a notice in writing from him expressing his willingness to be appointed as an Independent Director for the period of five (5) years i.e. upto 30<sup>th</sup> December 2026, based on which the Nomination & Remuneration Committee has recommended the matter to the board, based on which Nomination and Remuneration Committee has recommended the Board to place the matter of regularization of appointment of Mr. Pardeep Kumar as an Independent Director for the consecutive term of 5 years before the shareholders for their approval on the Terms & conditions as recommended by Nomination and Remuneration Committee and approved by Board of Directors.

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

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

<b>S.N O.</b>	<b>PARTICULARS</b>	<b>INFORMATION</b>
1.	Type of event	Appointment of Mr. Pardeep Kumar as an Independent Director.
2.	Date of Birth	15/04/1985 (36 years)
3.	Date of Appointment on the Board	30 <sup>th</sup> December 2021
4.	Nationality	Indian
5.	Category	Independent Non- Executive Director
6.	Qualification	Qualified its Higher Secondary Education in field of Arts.
7.	Brief Profile/ Expertise	Having a significant experience of more than 7 years in the domain of general management, sales, marketing, and technical operations. He is businessman having wide experience in the field of marketing and real estate sector. He has the ability to influence the team members and

		capability to take initiative towards business development.
8.	List of other listed companies in which Directorship is held as on 30.12.2021	N.A
9.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 30.12.2021	N.A
10.	Equity Shares held in the Company as on 30.12.2021	N.A
11.	Disclosure of relationships between existing directors and new director	Mr. Pardeep Singh 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 No. 2 of the Notice. The Board commends the **Ordinary Resolution** set out at Item No. 2 of the Notice for approval by the members.

### **ITEM 3.**

#### **TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF PUNJAB TO THE STATE OF HIMACHAL PRADESH.**

As the shareholders are aware that the company is registered in the state of Punjab and till recently only the trading activities were carried on. Whereas the company being the pharma company, it should have its own production facilities also. Therefore, the Board in its meeting held on 30th December 2021 decided to setup a production unit in the state of Himachal Pradesh at Kala Amb by acquiring or taking on lease, an industrial plot/ unit. Further, the Board also decided that the registered office of the company be also shifted at Kala Amb in the State of Himachal Pradesh. For that, all activities including administration, marketing, sales and production could be centralized and looked after by the management at the said place. By shifting the registered office at the production place, the company will achieve the objective of minimizing the cost with expenses on account of management of the operations of the company. Further, once all the activities are centralized at one place the shareholders and other stakeholders will be able to have inspection and other information about the company at once.

Therefore, keeping in view the above, your board unanimously resolved to recommend the shifting of the registered office of the company from the State of Punjab to the state of Himachal Pradesh and thus recommends to pass the proposed resolution as a special resolution.

Whereas, under the provisions of Section 12, 13, and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, such shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association (“MOA”) requires the approval of the Members of the Company by way of Special Resolution and approval of the Central Government (power delegated to Regional Director).

Accordingly, approval of the members is sought by way of EGM through Remote e-voting for shifting of the Registered Office of the Company from the State of Punjab to the State of Himachal

Pradesh and consequently for altering Clause II of the Memorandum of Association of the Company to reflect that the registered office of the Company be situated in the State of Himachal Pradesh. In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, the Company is offering facility of e-voting to all Shareholders to enable them to cast their votes electronically. Shareholders are requested to follow the procedure as stated in the notes for casting of votes by e-voting. Necessary documents in this regard are available for inspection by the Shareholders in electronic mode on the website of the Company at <http://prismmedico.in/>.

Members who wish to inspect the documents are requested to send an e-mail to [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard.

The Board of Directors recommends the resolution set forth in item no.3 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the **Special Resolution** set out at Item No. 3 of the Notice except to the extent of their shareholding in the Company, if any.

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

**Date: 30/12/2021**

**Place: Mohali**

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