

**PRISM MEDICO
AND
PHARMACY LIMITED**

**NOTICE OF
EXTRAORDINARY
GENERAL MEETING**

NOTICE CONVENING AN EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF PRISM MEDICO AND PHARMACY LIMITED WILL BE HELD ON FRIDAY 20TH MARCH, 2026, AT 01:00 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO-VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

- **SPECIAL BUSINESS:**

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

To alter Clause 15 of the Articles of Association of the company.

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent and approval of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting new Clause i.e. 15 (d) of Articles of Association of the Company after the existing Clause 15 (c):

15. (d) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

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

To issue of equity shares and convertible warrants on preferential basis.

“RESOLVED THAT pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘the SEBI (ICDR) Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the SEBI Listing Regulations’) and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 75,00,000 Equity Shares at an issue Price of Rs. 20/- per Equity Share (including premium of Rs. 10/- each), aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) and 50,00,000 Convertible Warrants at an issue price of Rs. 20/- per Warrant (including premium of Rs. 10/-

each), aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores Only) to Promoters and Non-Promoters Category, on a preferential basis to the proposed allottees as mentioned below and on such terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations or other provisions of law as may be prevailing at the time.”

S. No.	Name of Proposed Allottees	Number of Equity Shares to be issued	Number of Warrants to be issued	Category
1.	Symbiosis Pharmaceuticals Private Limited	12,75,000	8,50,000	Current Status/ Proposed Status - Promoter
2.	Galaxy Vitacare Private Limited	12,75,000	8,50,000	Current Status/ Proposed Status - Promoter
3.	Sejal S Nashatar	3,40,000	2,26,000	Current Status/ Proposed Status - Non-Promoter
4.	Harsh Jentibhai Rupareliya	3,30,000	2,20,000	Current Status/ Proposed Status - Non-Promoter
5.	Shilpa Harsh Rupareliya	3,30,000	2,20,000	Current Status/ Proposed Status - Non-Promoter
6.	Raju Tyagi	13,25,000	8,16,000	Current Status/ Proposed Status - Non-Promoter
7.	Dharmender Kharb	26,25,000	18,18,000	Current Status/ Proposed Status - Non-Promoter
	Total	75,00,000	50,00,000	

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Warrants is February 18, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI (ICDR) Regulations.”

“RESOLVED FURTHER THAT the Equity Shares to be issued/allotted upon conversion to the proposed Equity allottees in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

i. The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

ii. The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.

iii. Allotment shall only be made in dematerialized form;

iv. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI (ICDR) Regulations and shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.”

“RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall lapse and the amount paid under this clause shall be forfeited by the Company.

b. The said Warrants shall be issued and allotted by the Company to Promoter and Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

c. The Equity Shares allotted on conversion of the Warrants shall rank pari passu in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

d. The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.

e. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

f. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

g. The Warrants do not give any rights/entitlements to the Warrant holders as that of the shareholder of the Company.

h. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and

approvals.

I. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulation.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

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

Date: 23/02/2026

Place: Kala Amb

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Number 1 and 2 of the accompanying Notice is annexed hereto.
2. Pursuant to the Circular Number 14/ 2020 (dated April 8, 2020), Circular Number 17/2020 (dated April 13, 2020), Circular Number 20/2020 (dated May 5, 2020), Circular Number 02/2021 (dated January 13, 2021), Circular Number 02/2022 dated May 05, 2022, Circular Number 10/2022 dated December 28, 2022, Circular Number 09/2023 dated September 25, 2023, Circular Number 09/2024 dated September 19, 2024 and Circular Number 03/2025 dated September 22, 2025 (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular number SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, physical attendance of the

members at the Extraordinary General Meeting (EGM) venue is not required and EGM shall 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 Circular Number 14/2020 dated April 8, 2020, issued by the MCA the facility to appoint proxy to attend and cast vote for the members is not available for this 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. In compliance with MCA Circular Number 20/2020 dated May 5, 2020 and SEBI Circular Number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular Number SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated January 15, 2021 and owing to the difficulties involved in dispatching of physical copies of the notice of Extraordinary General Meeting and other documents required to be attached therewith, the same are being sent by electronic mode to members whose e-mail address is registered with the company or the Depository Participant(s) as on February 20, 2026 and to all other persons so entitled. The Notice of Extraordinary General Meeting will also be displayed on the website (www.prismmedico.in) of the company.
5. 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 serve basis. However, this number does not include the large shareholders i.e. shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.
6. National Securities Depositories Limited (“NSDL”) will be providing facility for voting through remote e-Voting, for participation in the 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 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the company is providing remote e-Voting facility to its members in respect of the business to be transacted at the EGM and facility for those members participating in the EGM to cast vote through e-Voting system during the EGM.
9. In line with the Ministry of Corporate Affairs (MCA) Circular Number 17/2020 dated April 13, 2020, the Notice calling the Extraordinary General Meeting has been uploaded on the website of the company at <https://www.prismmedico.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and MSEI Limited at www.bseindia.com and <https://www.msei.in> respectively and the Extraordinary General Meeting Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Saturday, 14th March, 2026 to Friday, 20th March, 2026 (both days inclusive).
11. 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.
12. 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.
13. Mr. Mast Ram Chechi proprietor of M/s. M.R. Chechi & Associates, Practicing Company Secretaries,

Chandigarh has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

14. The Scrutinizer shall, immediately after the conclusion of e-voting at Extraordinary 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.
15. The results along with the Scrutinizers Report shall be placed on the website of the company and on the website of NSDL and also be immediately forwarded to BSE, Mumbai and MSEI.
16. 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 Extraordinary General Meeting of the company.
17. 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 Extraordinary General Meeting of the company.
18. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed there under.
19. The transfer of Unclaimed Dividend to Investor Education and Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
20. The deemed venue for EGM shall be the Registered Office of the company.
21. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the company.
23. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the company is pleased to provide the facility to members to exercise their right to vote by electronic means. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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

The remote e-Voting period begins on Tuesday, March 17, 2026 at 09:00 A.M. and ends on Thursday, March 19, 2026 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. March 13, 2026 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 March 13, 2026.

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

	 <p>NSDL Mobile App is available on</p> <p>App Store Google Play</p> <p>QR codes for App Store and Google Play.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 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 users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then use your existing my easi username and password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget UserID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
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 evoting@nsdl.com or call at 022 - 4886 7000.
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 helpdesk.evoting@cdslindia.com or contact at toll free number 1800-21-09911.

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

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

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demataccount with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Extraordinary 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 Extraordinary 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 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 mrchechi@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- II) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www. evoting.nsdl.com to reset the password.
- III) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request at evoting@nsdl.com
- 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:**
 - a) In case shares are held in physical mode please provide Folio Number, Name of the Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to investorgrievancewmcl@gmail.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to investorgrievancewmcl@gmail.com. If you are an Individual shareholder holding securities in

demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method fore-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**

- c) Alternatively shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email id correctly in their demat account in order to access e-Votingfacility.

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, Toll free number 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email Id: investorgrievancewmcl@gmail.com.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO NOTICE

- 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 Number, e-mail id, mobile number at investorgrievancewmcl@gmail.com to enable smooth conduct of proceedings at the EGM. Questions/Queries received by the company on/before Friday, March 13, 2026 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 on/before Friday, March 13, 2026. 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 through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in shareholder/member login where the EVEN of company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the meeting through laptops for better experience.
- 3) Further members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid

glitches.

- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- 6) Registration of speaker related point needs to be added by company.
- 7) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 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 and Pharmacy Limited**

Date: 23/02/2026

Place: Kala Amb

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

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NUMBER 1

In terms of preferential issue, the approval of the members by way of Special Resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

The consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

Your Directors recommend Resolution at item number 1 as a **Special Resolution** for approval of the members

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NUMBER 2

The Special Resolution contained in item number 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Act, to issue and allot upto:

- 75,00,000 Equity shares at an issue price of Rs. 20/- per Equity Shares (including premium of Rs. 10/- each), aggregating up to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) and 50,00,000 Convertible Warrants at an issue price of Rs. 20/- per Warrant (including premium of Rs. 10/- each), aggregating to Rs. 10,00,00,000 (Rupees Ten Crores Only) to Promoters and Non-Promoters Category.

The preferential issue shall be made in terms of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('the SEBI ICDR Regulations') and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on February 23, 2026.

As per the Act and Rules made thereunder, and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, the issue of Equity Shares and Convertible Warrants on preferential basis requires approval of the Members by way of a **Special Resolution**. The Board therefore, seeks approval of the Members as set out in the notice, by way of a **Special Resolution**.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

The Company intends to utilize the proceeds raised through the Preferential Issue (Issue Proceeds) towards the following objects:

Sl. No.	Particulars	Total estimated amount to be utilised upto (In Rs.) *	Tentative timeline for utilization of issue proceeds from the date of receipt of fund
1.	Plant and Machineries for manufacturing of Medicines.	23,00,00,000	2 years
2.	Purchase of Land and Building situated: Nagal Suket, Tehsil Nahan, District Sirmaur, Himachal Pradesh - 173001	1,00,00,000	2 years
3.	General corporate purpose **	1,00,00,000	2 years

* Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.

Given that the Preferential Issue is for Convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by the Company, the entire Issue Proceeds would be utilized in phases, as per the Company's business requirements and availability of issue proceeds, within the period as mentioned above.

The amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the issue proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on February 23, 2026 has, subject to the approval of the Members of the Company and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 75,00,000 Equity shares at an issue price of Rs. 20/- per Equity Shares (including premium of Rs. 10/- each), aggregating up to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) and 50,00,000 Convertible Warrants at an issue price of Rs. 20/- per Warrant (including premium of Rs. 10/- each), aggregating to Rs. 10,00,00,000 (Rupees Ten Crores Only) to Promoters and Non-Promoters Category, on a preferential basis, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Amount which the Company intends to raise by way of such issue of securities:

Up to 25,00,00,000/- (Rupees Twenty-Five Crores Only).

d) Proposed time within which the preferential issue shall be completed

Pursuant to the provisions of the SEBI (ICDR) Regulations, 2018, the allotment of the Equity Shares and

Convertible Warrants pursuant to this preferential issue shall be completed within 15 days from the date of passing the Special Resolution by the shareholders.

However, where the allotment is pending on account of the requirement to obtain any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 days from the date of receipt of the last of such approvals or permissions, in accordance with Regulation 170 of the SEBI (ICDR) Regulations.

The Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of their allotment, by submitting a written notice specifying the number of Warrants proposed to be exercised together with the aggregate consideration payable. The Company shall, without any further approval from the shareholders, allot the corresponding number of Equity Shares in dematerialized form. The Company shall ensure that the allotment of such Equity Shares upon exercise of the Warrants is completed within 15 days from the date of exercise.

e) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

The Equity Shares and Convertible Warrants shall be offered to the Promoters and Non-Promoter categories of persons and they all have indicated their intention to subscribe to the preferential allotment as detailed at point “n)” of the Explanatory Statement. The following Key Managerial Personnel of the Company intends to subscribe to the Equity Shares and Convertible Warrants:

S. No.	Name of Proposed Allottees	Number of Equity Shares to be issued	Number of Warrants to be issued	Category/Designation/Relation
1	Symbiosis Pharmaceuticals Private Limited	12,75,000	8,50,000	Promoter
2	Galaxy Vitacare Private Limited	12,75,000	8,50,000	Promoter

f) The current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

S. No.	Name of Proposed Allottees	Number of Equity Shares to be issued	Number of Warrants to be issued	Category
1.	Symbiosis Pharmaceuticals Private Limited	12,75,000	8,50,000	Current Status/ Proposed Status - Promoter
2.	Galaxy Vitacare Private Limited	12,75,000	8,50,000	Current Status/ Proposed Status - Promoter
3.	Sejal S Nashatar	3,40,000	2,26,000	Current Status/ Proposed Status - Non-Promoter
4.	Harsh Jentibhai Rupareliya	3,30,000	2,20,000	Current Status/ Proposed Status - Non-Promoter
5.	Shilpa Harsh Rupareliya	3,30,000	2,20,000	Current Status/ Proposed Status - Non-Promoter
6.	Raju Tyagi	13,25,000	8,16,000	Current Status/ Proposed Status - Non-Promoter
7.	Dharmender Kharb	26,25,000	18,18,000	Current Status/ Proposed Status - Non-Promoter
	Total	75,00,000	50,00,000	

g) Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is February 18, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting.

h) Pricing of the Issue:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is frequently traded the price is determined pursuant to Regulation 164(1) and Regulation 166A of the SEBI ICDR Regulations.

The Relevant Date, as per the provisions of Chapter V of the SEBI ICDR Regulations for determination of the issue price of Equity Shares and Convertible Warrants is February 18, 2026. The Articles of Association of the issuer do not provide for a method of determination which results in a floor price higher than that determined under the SEBI (ICDR) Regulations.

As the proposed allotment shall result in allotment of more than five per cent. of the post issue fully diluted share capital of the issuer of the Company to the proposed allottees, a valuation report from an independent registered valuer, Mr. Bhavesh M Rathod, Chartered Accountant (M. No. 119158) (IBBI Registration Number: IBBI/RV/06/2019/10708) (Address: Office Number 515, 5th Floor, Dimple Arcade, Thakur Complex, Kandivali East, Mumbai, Maharashtra- 400 101, Email: Info.cabhavesh@gmail.com; Mobile: +91 9769113490) is obtained pursuant to Regulation 164(1) and 166A of the SEBI (ICDR) Regulations.

In accordance with the provisions of the SEBI (ICDR) Regulations, the Equity Shares and Convertible Warrants will be issued at a price of Rs. 20/- (Rupees Twenty Only) per security, which is not less than the price as determined by the Registered Valuer.

The valuation report of the Registered Valuer can also be accessed on the Company's website at <https://www.prismmedico.in/investor.html/>.

i) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Name of proposed allottee	Identity of the Natural person who is the ultimate Beneficial owner	Relation, if any, with the promoters or person in control of the Company	Pre-issue		Number of Equity Shares to be issued	Number of Warrants to be issued	*Post Issue	
			Pre issue Ownership holding	% of total Capital			Post issue Ownership Holding	% of total Capital
Symbiosis Pharmaceuticals Private Limited	Jagbir Singh	Promoter	8,48,083	13.99	12,75,000	8,50,000	29,73,083	16.02
	Vishwambhar Dayal Gupta							
	Anil Kumar							
	Sheetal Dass							
Galaxy Vitacare Private Limited	Hitendra Shamji Hirani	Promoter	5,22,672	8.62	12,75,000	8,50,000	26,47,672	14.26
	Jay Hitendra							

	Hirani							
	Dhanwanti Hitendra Hirani							

* The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

j) Shareholding Pattern before and after the preferential issue:

S. No.	Category	Pre-Issue		*Post-Issue	
		Number of Shares	% of Holding	Number of Share	% of Holding
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	1,45,106	2.39	1,45,106	0.78
(b)	Bodies Corporate	13,70,755	22.61	56,20,755	30.28
(c)	Financial Institutions/ Banks	0	0.00	0	0.00
(d)	Any Others (Specify)	0	0.00	0	0.00
	Sub Total(A)(1)	15,15,861	25.00	57,65,861	31.06
2	Foreign				
(a)	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Financial Institutions/ Banks	0	0.00	0	0.00
(d)	Any Other (specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	15,15,861	25.00	57,65,861	31.06
(B)	Public shareholding				
(B) (1)	Institutions				
(a)	Other Financial Institutions	0	0.00	0	0.00
(b)	Bank	0	0.00	0	0.00
	Sub-Total (B)(1)	0	0.00	0	0.00
(B) (2)	Non-institutions				
(a)	Individuals	39,79,347	65.63	1,22,29,347	65.88
(b)	Non-Resident Indians (NRIs)	25,809	0.43	25,809	0.14
(c)	Bodies Corporate	3,19,341	5.27	3,19,341	1.72
(d)	Any Other (specify)	2,23,070	3.68	2,23,070	1.20
	Sub-Total (B)(2)	45,47,567	75.00	1,27,97,567	68.94
(B)	Total Public Shareholding (B)= (B)(1) + (B)(2)	45,47,567	75.00	1,27,97,567	68.94
	TOTAL (A)+(B)	60,63,428	100.00	1,85,63,428	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued				
1	Promoter and Promoter Group	0	0.00	0	0.00
2	Public	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	60,63,428	100.00	1,85,63,428	100.00

*The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and

consequential allotment of the Equity Shares of the company.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

k) Lock-in Period: The Equity Shares and Convertible Warrants shall be locked in for such period as may be specified under Regulations 167 and 168 of the SEBI (ICDR) Regulations.

The Equity Shares and Convertible Warrants, as well as the Equity Shares allotted upon conversion of the Warrants, shall be locked-in in accordance with Chapter V of the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations.

l) Undertakings:

- As per Regulation 163(1)(i) of SEBI (ICDR) Regulation, the Company, its Directors or Promoters are not categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India.
- The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

m) Certificate of Practicing Company Secretary: The certificate from M/s. Prachi Bansal & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website at <https://www.prismmedico.in/investor.html>.

n) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of post-preferential issue capital that may be held by the allottees is provided in the table below. There shall be a no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Shares and Warrants.

S. No.	Name of the Proposed Allottees	Pre issue Shareholding		Number of Equity Shares proposed to be issued	Number of Warrants proposed to be issued	*Post issue shareholding		Category
		Number of shares	%			Number of shares	%	
1.	Symbiosis Pharmaceutic	8,48,083	13.99	12,75,000	8,50,000	29,73,083	16.02	Current Status/ Proposed

	als Private Limited							Status Promoter -
2.	Galaxy Vitacare Private Limited	5,22,672	8.62	12,75,000	8,50,000	26,47,672	14.26	Current Status/ Proposed Status - Promoter
3.	Sejal Nashatar S	0	0.00	3,40,000	2,26,000	5,66,000	3.05	Current Status/ Proposed Status - Non-Promoter
4.	Harsh Jentibhai Rupareliya	0	0.00	3,30,000	2,20,000	5,50,000	2.96	Current Status/ Proposed Status - Non-Promoter
5.	Shilpa Harsh Rupareliya	0	0.00	3,30,000	2,20,000	5,50,000	2.96	Current Status/ Proposed Status - Non-Promoter
6.	Raju Tyagi	0	0.00	13,25,000	8,16,000	21,41,000	11.53	Current Status/ Proposed Status - Non-Promoter
7.	Dharmender Kharb	0	0.00	26,25,000	18,18,000	44,43,000	23.93	Current Status/ Proposed Status - Non-Promoter
	Total	13,70,755	22.61	75,00,000	50,00,000	1,38,70,755	74.72	

* The post preferential issue shareholding as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

o) 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: Nil

p) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

q) Principal terms of assets charged as securities: Not Applicable.

r) Other disclosures:

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

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore, recommends the **Special Resolution** as set out item number 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution.

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

**Date: 23/02/2026
Place: Kala Amb**

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