# PRISM MEDICO AND PHARMACY LIMITED

**CIN: L24100HP2002PLC009299; Email Id: investorgrievancewmcl@gmail.com**
**Registered Office: Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh-173030.**

Date: 24.08.2026

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

**Subject:** **Notice of 24th Annual General Meeting.**

**Reference:** **Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 24th Annual General Meeting of the members of the company scheduled to be held on Saturday, the 19th day of September, 2026 at 12:30 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

You are requested to kindly take the same on record and oblige.

Thanking You.

Yours Truly,
FOR PRISM MEDICO AND PHARMACY LIMITED

Davender Singh

DAVENDER SINGH
DIRECTOR
DIN: 09447213

# PRISM MEDICO AND PHARMACY LIMITED

## ***NOTICE OF ANNUAL GENERAL MEETING 2025-2026***

## NOTICE CONVENING THE 24TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PRISM MEDICO AND PHARMACY LIMITED WILL BE HELD ON SATURDAY, THE 19TH DAY OF SEPTEMBER 2026, AT 12:30 P.M. THROUGH VIDEO CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:**

- ***ORDINARY BUSINESS:***

1. To receive, consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Davender Singh (DIN: 09447213), who retires by rotation and being eligible, offers himself for re-appointment.

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

   **To re-appoint M/s. Garg Mendiratta and Associates, Chartered Accountants as the statutory auditors of the company and fix their remuneration.**

   **"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 and all other applicable provisions, of the Companies Act, 2013 ("the Act") and Rules made there under (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 given for the re-appointment of M/s. Garg Mendiratta and Associates, Chartered Accountants as the statutory auditors of the company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held for the financial year 2026-2027 at such remuneration and all out of pocket expenses as may be decided between the Board of Directors and M/s. Garg Mendiratta and Associates, Chartered Accountants.**"**

   **"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect to this resolution.**"**

- ***SPECIAL BUSINESS:***

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

   **To appoint M/S. SDK & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five financial years from financial year 2026-2027 to financial year 2030-2031.**

   **"RESOLVED THAT** pursuant to the provision of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) the consent and approval of the members of the company be and is hereby accorded for the appointment of M/s. SDK & Associates, Practicing Company Secretaries, a peer reviewed firm (Peer Review Certificate Number 7065/2025) as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from the financial year 2026-2027 to financial year 2030-2031, on such remuneration to be decided by the Board of Directors in consultation with Secretarial Auditors from time to time.**"**

   **"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

**To approve variation in the objects of the Preferential Issue and in the utilisation of the proceeds thereof, as approved by the members at the Extraordinary General Meeting held on March 20, 2026.**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Regulation 32 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions as may be required, and on the recommendation of the Audit Committee and the Board of Directors, the consent and approval of the Members of the Company be and is hereby accorded to vary the objects of the preferential issue of 75,00,000 Equity Shares and 50,00,000 Convertible Warrants approved by the Members at the Extraordinary General Meeting held on March 20, 2026 (as modified by the Corrigendum to the said Notice dated March 18, 2026) and allotted by the Board of Directors on May 05, 2026, and the utilisation of the proceeds thereof, in the manner set out in the table below:

| S. No. | Original Object (as per Notice dated February 23, 2026 read with Corrigendum dated March 18, 2026) | Original Allocation (Rs.) | Revised Object | Amount utilised till date (Rs.) | Revised allocation / balance to be utilised (Rs.) |
|---|---|---|---|---|---|
| **1.** | Plant and Machineries for manufacturing of Medicines | 15,69,00,000 | Object discontinued | Nil | Nil |
| **2.** | Civil structures including foundation, RCC work, brick walls, security cabin, outer boundary wall, PEB dome structure shed, technical flooring, painting, land filling, kharkuwa, underground tank, drainage chamber, tiles, Kota stone flooring, etc. | 7,31,00,000 | Object discontinued | Nil | Nil |
| **3.** | Purchase of Land and Building situated at Nagal Suket, Tehsil Nahan, District Sirmaur, Himachal Pradesh – 173001 | 1,00,00,000 | No change | 1,00,00,000 | Nil |
| **4.** | General corporate purposes | 1,00,00,000 | No change | Nil | 1,00,00,000 |
| **5.** | Not originally envisaged | Nil | Strategic investment by way of subscription to freshly issued | Nil | 23,00,00,000 |

| S. No. | Original Object (as per Notice dated February 23, 2026 read with Corrigendum dated March 18, 2026) | Original Allocation (Rs.) | Revised Object | Amount utilised till date (Rs.) | Revised allocation / balance to be utilised (Rs.) |
|---|---|---|---|---|---|
| | | | Equity Shares of Infuze Well Private Limited ("IWPL"), a related party, resulting in Infuze Well Private Limited becoming a subsidiary of the Company | | |
| | **TOTAL** | **25,00,00,000** | | **1,00,00,000** | **24,00,00,000** |

"**RESOLVED FURTHER THAT** the deployment of the proceeds towards the revised object set out at Serial Number 5 above shall be subject to, and contingent upon, the receipt by the Company of the balance consideration payable on exercise of the Convertible Warrants, and the Company shall deploy such proceeds only to the extent actually realised."

"**RESOLVED FURTHER THAT** all other terms and conditions of the said preferential issue, and all objects other than those varied herein, as approved by the Members at the said Extraordinary General Meeting and as reflected in the allotment already made, shall remain unchanged and continue to apply mutatis mutandis."

"**RESOLVED FURTHER THAT** the aforesaid variation, together with the reasons therefor and the comments of the Audit Committee, be disclosed by the Company in the Statement of Deviation or Variation to be placed before the Audit Committee and thereafter submitted to the Stock Exchange(s) on a quarterly basis in terms of Regulations 32(1), 32(2) and 32(3) of the SEBI Listing Regulations until the issue proceeds are fully utilised, be explained in the Directors' Report in terms of Regulation 32(4) of the SEBI Listing Regulations, and that the utilisation of the said proceeds be disclosed in the Company's Annual Report every year until such proceeds are fully utilised in terms of Regulation 32(7A) of the SEBI Listing Regulations."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including making necessary filings with the Registrar of Companies, the Stock Exchanges and other regulatory authorities, and to settle any question, difficulty or doubt that may arise in this regard, without being required to seek any further approval of the Members, and that the decision of the Board in this regard shall be final and conclusive."

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

**To approve the investment of funds in the securities of M/s. Infuze Well Private Limited under Section 186 of the Companies Act, 2013.**

"**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution) to make an investment, in one or more tranches, in the Equity Shares of M/s. Infuze Well Private Limited ("IWPL"), for an aggregate amount not exceeding Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only), notwithstanding that such investment, together with the Company's existing investments, loans, guarantees and securities already made or given, exceeds the limits prescribed under sub-section (2) of Section 186 of the Act, being the higher of sixty per cent of the aggregate of the Company's paid-up share capital, free reserves and securities premium account, or one hundred per cent of its free reserves and securities premium account."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, and that the decision of the Board in this regard shall be final and conclusive."

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

**To approve material related party transaction — strategic investment by way of subscription to equity shares of M/s. Infuze Well Private Limited.**

**"RESOLVED THAT** pursuant to the provisions of Section 188 (to the extent applicable) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" notified by SEBI (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Company's Policy on Related Party Transactions, and pursuant to the prior approval of the Audit Committee and the Board of Directors, the consent and approval of the Members of the Company be and is hereby accorded to make strategic investment by way of subscription to 2,30,00,000 freshly issued Equity Shares of M/s. Infuze Well Private Limited ("IWPL"), a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for an aggregate consideration not exceeding Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only), in one or more tranches, at a subscription price of Rs. 10/- per Equity Share, being a price not exceeding the fair value of Rs. 10/- per Equity Share determined by the independent Registered Valuer in the valuation report dated June 03, 2026, resulting in the Company holding up to 71.32% of the paid-up equity share capital of Infuze Well Private Limited on a fully diluted basis, consequent to which M/s. Infuze Well Private Limited shall become a subsidiary of the Company, and on such other terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this resolution)."

**"RESOLVED FURTHER THAT** the entire subscription amount shall be received by M/s. Infuze Well Private Limited as fresh equity capital, and no part of the said amount shall be applied towards the purchase or acquisition of any existing Equity Shares of M/s. Infuze Well Private Limited held by any promoter, director or key managerial personnel of the Company or of M/s. Infuze Well Private Limited, or by any of their relatives."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, finalise and execute the share subscription agreement, shareholders' agreement and/or such other agreements, deeds, undertakings and documents as may be necessary, and to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution, including determination of the mode and timing of consideration, obtaining necessary approvals, making requisite filings with the Registrar of Companies, the Reserve Bank of India (if applicable), the Stock Exchanges and other regulatory authorities, and settling all questions, difficulties or doubts that may arise in this regard, and that the decision of the

Board in this regard shall be final and conclusive."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

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

**To approve the related party transactions.**

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and subject to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), if applicable and the company’s policy on Related Party transaction(s), the consent and approval of members be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature which should not exceed Rs. 70 crores (Rupees Seventy Crore Only) which will be carried out at arm’s length basis and in the ordinary course of business of the company**.”**

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any committee of Directors of the company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution**.”**

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

**Date: 24/08/2026**
**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 4, 5, 6, 7 and 8 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 Annual General Meeting (AGM) venue is not required and AGM shall be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, members can attend and participate in the ensuing AGM 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 AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM 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 financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report for the F.Y. 2025-2026) and Notice of Annual General Meeting are being sent by electronic mode to members whose e-mail address is registered with the company or the Depository Participant(s) as on August 21, 2026 and to all other persons so entitled. The Notice of AGM and the copies of Audited Financial Statements, Board's Report, Auditor's Report etc. will also be displayed on the website (www.prismmedico.in) of the company.
5. The members can join the AGM 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 AGM 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 AGM 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 24th AGM through VC/OAVM Facility and e-Voting during the 24th AGM.
7. Attendance of the members participating in the 24th AGM 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 24th AGM and facility for those members participating in the 24th AGM to cast vote through e-Voting system during the 24th AGM.
9. In line with the Ministry of Corporate Affairs (MCA) Circular Number 17/2020 dated April 13, 2020, the

Notice calling the Annual 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 Annual 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 Sunday, 13th September, 2026 to Saturday, 19th September, 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 Annual General Meeting, download the votes cast at the AGM 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 Annual 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 Annual 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 24th AGM shall be the Registered Office of the company.
21. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
22. 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 AGM is provided hereunder:

| **S. No.** | **Particulars** | **Information** |
|---|---|---|
| 01. | **Name** | Mr. Davender Singh |
| 02. | **Date of Birth and age** | 01/01/1977; **Age**: 49 Years |
| 03. | **DIN** | 09447213 |
| 04. | **Date of first appointment on the Board** | 30/12/2021 |
| 05. | **Qualifications** | Qualified his Higher Secondary Education in Arts and Vocation. |

| | | |
|---|---|---|
| 06. | **Experience and expertise in specific functional area** | He has significant experience of more than 14 years in the domain of management, sales, marketing and administration.<br><br>He has a good experience in research, marketing and sales presentations, organising campaigns for awareness relate to market trends. |
| 07. | **Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid** | If re-appointed, he shall be liable to retire by rotation. No remuneration is proposed to be paid to Mr. Davender Singh**.** |
| 08. | **Remuneration last drawn in financial year 2025-2026 (Rs. in lacs)** | Not Applicable. |
| 09. | **Number of Board meetings attended during the year 2025-2026** | 9. |
| 10. | **Directorships held in other listed companies (as on March 31, 2026)** | Nil. |
| 11. | **Chairmanship/Membership of Committees of the Board of Directors of other Companies (as on March 31, 2026)** | Nil. |
| 12. | **Shareholding in company as on March 31, 2026** | Nil. |
| 13. | **Relationship with other Directors/Key Managerial Personnel(s)** | Not related to any Director and Key Managerial personnel. |

23. 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.
24. 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 Wednesday, September 16, 2026 at 09:00 A.M. and ends on Friday, September 18, 2026 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL forvoting thereafter. The members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 12, 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 September 12, 2026.**

<u>How do I vote electronically using NSDL e-Voting system</u>?

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

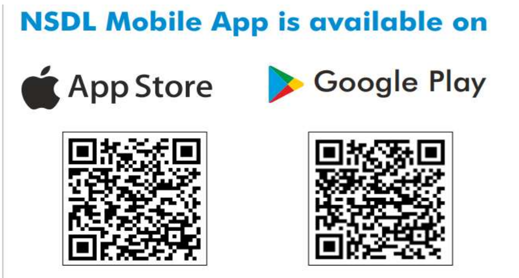
**Step 1: Access to NSDL e-Voting system**

**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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. 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.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. 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. 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 hold 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 company name or **e-Voting service provider i.e. 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.<br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br> |
| Individual Shareholders holding securities in demat mode with CDSL. | 1. 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.<br><br>2. 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.<br><br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login and New System Myeasi Tab and then click on registration option. |

| | |
|---|---|
| | 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN Number from 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. |

**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 relatedto 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<br>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<br>For example if your Beneficiary ID is 12************** then your user ID is12************** |
| c) For members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company.<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

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

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

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

   a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   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 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 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 utmostcare 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 and annual report:**

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 Aadhar 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 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 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-Voting facility.

**FOR HELP IN CONNECTION WITH VOTING BY ELECTRONIC MEANS OR FOR PARTICIPATING IN THE AGM 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 ANNUAL REPORT**

a) As the AGM 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 AGM. Questions/Queries received by the company on/before Saturday, September 12, 2026 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
b) Members who would like to express their views or ask questions during the AGM 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 Saturday, September 12, 2026. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
c) The company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM 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 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 AGM ARE AS UNDER:**

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

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

**Date: 24/08/2026**
**Place: Kala Amb**

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

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

### ITEM NUMBER 4

**To appoint M/S. SDK & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of five financial years from financial year 2026-2027 to financial year 2030-2031.**

In terms of provisions of Regulation 24A(1)(b) of SEBI Listing Regulations read with Circular Number: SEBI/HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated 31st December 2024, a listed entity shall appoint Secretarial Auditor for a term of five consecutive years with the approval of shareholders in its Annual General Meeting.

Accordingly, as per the stated regulations and recommendations of the Audit Committee and the Board of Directors, M/s. SDK & Associates, Peer Reviewed Practicing Company Secretaries (PRC Number-7065/2025), are proposed to be appointed as Secretarial Auditors of the Company, for a term of 5 consecutive years i.e. financial year 2026-2027 to financial year 2030-2031 to conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the aforesaid period.

M/s. SDK & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified in Circular Number: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of disqualifications mentioned in Circular Number: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024.

**The details required to be disclosed as per the provisions of Regulation 36(5) of the SEBI Listing Regulations, 2015 are as under:**

| S. No. | Particulars | Details |
|---|---|---|
| 1. | **Proposed Secretarial Auditors** | M/s. SDK & Associates |
| 2. | **Basis of Recommendation for appointment** | Founded in 2021, M/s. SDK & Associates is a Practicing Company Secretaries firm rendering specialized services in the area of Corporate Laws, IPR's, Corporate Governance Issues, Legal drafting of agreements, Corporate Restructuring etc. and registered as a Practicing Company Secretaries Firm with Institute of Company Secretaries of India.<br>M/s. SDK & Associates has immense experience and specialize in dealing with matters relating to Company Laws, Securities Law, Corporate Governance matters, Legal Due Diligence, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Due Diligence, Listings and Capital Market Transactions. |
| 3. | **Details relating to Credentials of Secretarial Auditor** | M/s. SDK & Associates is a proprietary firm, under the stewardship of Mr. Shubham, who holds a professional degree of Company Secretary from Institute of Companies Secretaries of India, Masters of Commerce, duly registered as Fellow Member from the Institute of Company Secretaries of India.<br>Shubham's experience spans around 8 years in the corporate legal field. He has worked in organizations with business interests as diverse as non-Banking, banking and manufacturing. |
| 4. | **Terms of Appointment** | Financial year 2026-2027 to financial year 2030-2031. |

No order has been passed by ICSI/SEBI/MCA/ any other competent authority/ Court, both in India or outside India, in past 5 years against the proposed secretarial auditors.

Accordingly, the Board of Directors seek consent of the members by passing an Ordinary Resolution set out at Item Number 4 of the notice to consider the appointment of M/s. SDK & Associates, Practicing Company Secretaries, for the office of the Secretarial Auditors of the Company for a period of Five (5) years, from the financial year 2026-2027 to 2030-2031.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution.

**ITEM NUMBER 5**

**To approve variation in the objects of the Preferential Issue and in the utilisation of the proceeds thereof, as approved by the members at the Extraordinary General Meeting held on March 20, 2026.**

The members are informed that in the Extraordinary General Meeting held on Friday, March 20, 2026, the Members approved, by way of a Special Resolution, the issue of 75,00,000 Equity Shares at an issue price of Rs. 20/- per Equity Share and 50,00,000 Convertible Warrants at an issue price of Rs. 20/- per Warrant, on a preferential basis to persons in the Promoter and Non-Promoter categories, aggregating up to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only). The objects of the said issue, as disclosed in the Explanatory Statement to the Notice dated February 23, 2026 read with the Corrigendum dated March 18, 2026, were as follows:

(i) Plant and Machineries for manufacturing of Medicines — Rs. 15,69,00,000/-
(ii) Civil structures including foundation, RCC work, brick walls, security cabin, outer boundary wall, PEB dome structure shed, technical flooring, painting, land filling, kharkuwa, underground tank, drainage chamber, tiles, Kota stone flooring, etc. — Rs. 7,31,00,000/-
(iii) Purchase of Land and Building at Nagal Suket, Tehsil Nahan, District Sirmaur, Himachal Pradesh — Rs. 1,00,00,000/-
(iv) General corporate purposes — Rs. 1,00,00,000/-

Pursuant to the said Special Resolution, the Board of Directors allotted the entire 75,00,000 Equity Shares and 50,00,000 Convertible Warrants on May 05, 2026. The Company has accordingly received the full consideration of Rs. 15,00,00,000/- towards the Equity Shares and the upfront consideration of 25% amounting to Rs. 2,50,00,000/- towards the Convertible Warrants, aggregating Rs. 17,50,00,000/- (Rupees Seventeen Crores Fifty Lakhs Only). The balance consideration of Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) on the Convertible Warrants remains to be received as and when the Warrant holders exercise their right of conversion, in one or more tranches, on or before the expiry of 18 months from the date of allotment of the Warrants, failing which the Warrants shall lapse and the amounts paid thereon shall stand forfeited.

Out of the amounts received till date, the Company has utilised Rs. 1,00,00,000/- towards the purchase of Land and Building at Nagal Suket, being an object, which remains unchanged. No part of the issue proceeds has been utilised towards the objects proposed to be discontinued at Serial Number 1 and 2 of the table under Item Number 5 above.

The Board of Directors, at its meeting held on August 24, 2026, upon evaluation of the Company's business strategy and the opportunities available to it, has formed the view that instead of applying the issue proceeds towards setting up plant and machinery for manufacturing of medicines and the associated civil structures (aggregating Rs. 23,00,00,000/-), it would be in the better interests of the Company and its stakeholders to deploy an equivalent amount towards a strategic investment in the Equity Shares of M/s. Infuze Well Private Limited, resulting in the Company acquiring a controlling stake in, and consequently making M/s. Infuze Well Private Limited a subsidiary of the company.

**Rationale for the proposed variation:**

- M/s. Infuze Well Private Limited, which was incorporated on April 24, 2024, is setting up a Large Volume Parenteral (LVP) manufacturing facility at Naraingarh, Haryana, with an estimated annual production capacity of approximately 5.58 crore units.
- The project is already under implementation, with civil construction and procurement of major plant and machinery in progress. Acquiring a controlling stake in M/s. Infuze Well Private Limited therefore offers the Company a faster route to augmenting its manufacturing capability, with lower execution and time risk, than commencing a greenfield facility of its own.
- The investment will be utilised by M/s. Infuze Well Private Limited towards funding the project, including capital expenditure on plant and machinery, civil construction, project infrastructure, repayment/prepayment of existing borrowings availed for the project, and other project-related expenses.
- The proposed investment is expected to strengthen the Company's presence in the pharmaceutical manufacturing sector, create operational and financial synergies, support long-term business growth and enhance shareholder value.

**Legal basis for seeking Members' approval**: The objects of the preferential issue were specifically approved by the Members by way of a Special Resolution and were disclosed in the Explanatory Statement to the Notice convening that meeting. Any variation of those objects, or of the utilisation of the proceeds raised against them, therefore requires the prior approval of the Members by way of a Special Resolution. Regulation 32 of the SEBI Listing Regulations further requires the Company to place a Statement of Deviation or Variation before the Audit Committee and to submit the same to the Stock Exchange(s) on a quarterly basis until the proceeds are fully utilised, to explain the variation in the Directors' Report, and to disclose the utilisation of the proceeds in the Annual Report each year until the proceeds are fully utilised.

The amount proposed to be deployed towards the revised object may vary, being dependent upon the actual exercise of the Convertible Warrants and the timing thereof. To the extent the Warrant holders do not exercise their conversion rights, the corresponding proceeds will not be received and the deployment shall stand reduced accordingly. There shall be no change in the aggregate amount raised or in any other term of the preferential issue as approved by the Members at the said Extraordinary General Meeting.

A copy of the Notice dated February 23, 2026 and the Corrigendum dated March 18, 2026 convening the Extraordinary General Meeting held on March 20, 2026, together with the Explanatory Statement thereto, is available on the website of the Company at www.prismmedico.in and on the website of the Stock Exchange(s).

Save and except Mrs. Sakshi Laller, Whole-Time Director of the Company and a member of the Promoter Group, to the extent of her interest in M/s. Infuze Well Private Limited as disclosed under Item Number 7 below, and her relatives, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item Number 5.

The Board recommends the resolution set out at Item Number 5 for approval of the Members by way of a **Special Resolution**.

**ITEM NUMBER 6**

**To approve the investment of funds in the securities of M/s. Infuze Well Private Limited under Section 186 of the Companies Act, 2013.**

The members are informed that the proposed investment in the Equity Shares of M/s. Infuze Well Private Limited as mentioned herein below, taken together with the investments, loans, guarantees and securities already made or given by the Company, will exceed the limits prescribed under sub-section (2) of Section 186 of the Act, being the higher of (a) sixty per cent of the aggregate of the Company's paid-up share capital, free reserves and securities premium account, or (b) one hundred per cent of its free reserves and securities premium account. In terms of Section 186(3) of the Act, where an investment exceeds the said limits, prior approval of the Members by way of a Special Resolution is required. Accordingly, the approval of the Members is sought.

The particulars required to be disclosed under Section 186(4) of the Act read with Rule 13(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

| | |
|---|---|
| Particulars of the investment | Subscription to 2,30,00,000 freshly issued Equity Shares of M/s. Infuze Well Private Limited, in one or more tranches, at Rs. 10/- per Equity Share. |
| Amount of the investment | Not exceeding Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only) |
| Purpose of the investment | To acquire a controlling stake in M/s. Infuze Well Private Limited, thereby augmenting the Company's pharmaceutical manufacturing capability; the funds will be applied by M/s. Infuze Well Private Limited towards its LVP manufacturing project at Naraingarh, Haryana |
| Specific limits approved | Up to Rs. 23,00,00,000/- in the securities of M/s. Infuze Well Private Limited |
| Source of funds | Proceeds of the preferential issue allotted on May 05, 2026, subject to variation of objects as proposed at Item Number 5. |
| Existing investments, loans, guarantees and securities of the Company | Rs. Nil as on March 31, 2026. |
| Paid-up share capital as per the audited financial statements for the year ended March 31, 2026 | Rs. 606.34 lakhs |
| Free reserves as per the said financial statements | Rs. 934.78 lakhs |
| Securities premium account as per the said financial statements | Nil |
| Aggregate of paid-up share capital, free reserves and securities premium account | Rs. 1,541.12 lakhs |
| Limit under Section 186(2), being the higher of (a) or (b) below | Rs. 934.78 lakhs |
| (a) Sixty per cent of the aggregate of paid-up share capital, free reserves and securities premium account | Rs. 924.67 lakhs (60% of Rs. 1,541.12 lakhs) |
| (b) One hundred per cent of free reserves and securities premium account | Rs. 934.78 lakhs (Rs. 934.78 lakhs of free reserves plus Nil securities premium) |

| | |
|---|---|
| Amount by which the proposed investment exceeds the said limit | The proposed investment of Rs. 2,300.00 lakhs exceed the limit of Rs. 934.78 lakhs by Rs. 1,365.22 lakhs, and accordingly requires the prior approval of the Members by way of a **Special Resolution**. |
| Rate of interest and repayment terms | Not applicable, the transaction being an equity investment. |
| Expected rate of return | Return by way of appreciation in the value of the Company's shareholding in M/s. Infuze Well Private Limited and consolidation of Infuze Well Private Limited's results with those of the Company; no assured return is envisaged. |

Save and except Mrs. Sakshi Laller, Whole-Time Director of the Company and a member of the Promoter Group, and her relatives, to the extent of her interest in M/s. Infuze Well Private Limited as disclosed under Item Number 7 below, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item Number 6.

The Board recommends the resolution set out at Item Number 6 for approval of the Members by way of a **Special Resolution**.

**ITEM NUMBER 7**

**To approve material related party transaction — strategic investment by way of subscription to equity shares of M/s. Infuze Well Private Limited.**

The members are informed that consequent upon the variation of objects proposed at Item Number 5, the Company proposes to make a strategic investment by way of subscription to 2,30,00,000 freshly issued Equity Shares of M/s. Infuze Well Private Limited ("IWPL") for an aggregate consideration not exceeding Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only), at a subscription price of Rs. 10/- per Equity Share, pursuant to which the Company shall hold up to approximately 71.32% of the paid-up equity share capital of M/s. Infuze Well Private Limited on a fully diluted basis and M/s. Infuze Well Private Limited shall become a subsidiary of the Company. The entire subscription amount will be received by M/s. Infuze Well Private Limited as fresh equity capital and applied by M/s. Infuze Well Private Limited towards its project; no part of the consideration will be paid to any existing shareholder of M/s. Infuze Well Private Limited.

Mrs. Sakshi Laller, Whole-Time Director of the Company and a member of the Promoter Group, is also a Promoter and Director of M/s. Infuze Well Private Limited and holds 19.40% of the paid-up equity share capital of M/s. Infuze Well Private Limited as on date. M/s. Infuze Well Private Limited is accordingly a "related party" of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, and the proposed investment constitutes a "related party transaction" within the meaning of Regulation 2(1)(zc) of the SEBI Listing Regulations.

Disclosure under Section 102(2)(b) of the Act — shareholding interest in M/s. Infuze Well Private Limited of the promoters, directors, manager and key managerial personnel of the Company, and of their relatives, exceeding two per cent of the paid-up share capital of M/s. Infuze Well Private Limited:

| Name | Relationship with the Company | Shareholding in IWPL (%) |
|---|---|---|
| Mrs. Sakshi Laller | Whole-Time Director; member of the Promoter Group | 19.40% |
| Mr. Pawan Kumar | Husband of Mrs. Sakshi Laller | 24.27% |
| Mrs. Manju Rani | Sister of Mr. Pawan Kumar | 27.14% |
| **Total** | | **70.81%** |

M/s. Infuze Well Private Limited is therefore, as on the date of this Notice, wholly owned by Mrs. Sakshi

Laller, Whole-Time Director of the Company, and her immediate family. The members are requested to take note of this fact in considering the resolution set out at Item Number 7.

Capital structure of M/s. Infuze Well Private Limited before and after the proposed subscription:

| Shareholder | Pre-issue Number of Equity Shares | Pre-issue % | Post-issue Number of Equity Shares | Post-issue % |
|---|---|---|---|---|
| Prism Medico and Pharmacy Limited | Nil | Nil | 2,30,00,000 | 71.32% |
| Mrs. Sakshi Laller | 17,95,000 | 19.40% | 17,95,000 | 5.57% |
| Mr. Pawan Kumar | 22,45,000 | 24.27% | 22,45,000 | 6.96% |
| Mrs. Manju Rani | 25,10,000 | 27.14% | 25,10,000 | 7.78% |
| Mrs. Madhu | 27,00,000 | 29.19% | 27,00,000 | 8.37% |
| **Total** | **92,50,000** | **100.00%** | **3,22,50,000** | **100.00%** |

The information required to be provided to the members under the SEBI Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", read with Regulation 23(4) of the SEBI Listing Regulations and Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014:

| | | |
|---|---|---|
| 1. | **Name of the related party and its relationship with the Company** | Infuze Well Private Limited.<br>Related party by virtue of Mrs. Sakshi Laller, Whole-Time Director of the Company and a member of the Promoter Group, being a Promoter and Director of M/s. Infuze Well Private Limited holding 19.40% of its paid-up equity share capital. M/s. Infuze Well Private Limited is wholly owned by Mrs. Sakshi Laller and her immediate family. Upon completion of the proposed subscription, M/s. Infuze Well Private Limited will become a subsidiary of the Company. |
| 2. | **Name of the Director or Key Managerial Personnel who is related, and nature of relationship** | Mrs. Sakshi Laller, Whole-Time Director of the Company and a member of the Promoter Group; Promoter and Director of M/s. Infuze Well Private Limited. No other Director or Key Managerial Personnel of the Company holds any interest in M/s. Infuze Well Private Limited. |
| 3. | **Type, material terms and particulars of the proposed transaction** | Subscription by the Company upto 2,30,00,000 freshly issued Equity Shares of M/s. Infuze Well Private Limited, in one or more tranches, at a subscription price of Rs. 10/- per Equity Share, resulting in the Company holding up to 71.32% of the paid-up equity share capital of M/s. Infuze Well Private Limited on a fully diluted basis and M/s. Infuze Well Private Limited becoming a subsidiary of the Company. The subscription will be effected through a share subscription agreement containing customary representations, warranties, covenants and governance rights in favour of the Company. No part of the consideration will be paid to any existing shareholder of M/s. Infuze Well Private Limited. |
| 4. | **Tenure of the proposed transaction** | One-time transaction, proposed to be completed in one or more tranches within 24 months from the date of approval by the Members. |
| 5. | **Value of the proposed transaction** | Not exceeding Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only). |
| 6. | **Percentage of the Company's** | 931.36%, based on annual consolidated turnover of Rs. 246.95 |

| | | |
|---|---|---|
| | **annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction** | lakhs as per the audited financial statements for the financial year ended March 31, 2026. The Company had no subsidiary, associate or joint venture during the said financial year and was accordingly not required to prepare consolidated financial statements; its consolidated turnover is therefore identical to its standalone turnover. |
| 7. | **Percentage of M/s. Infuze Well Private Limited's annual turnover represented by the value of the proposed transaction (voluntary disclosure)** | Not meaningful. M/s. Infuze Well Private Limited, was incorporated on April 24, 2024, recorded Nil turnover for the financial year ended March 31, 2025 as its project remains under implementation, and a percentage cannot therefore be computed. |
| 8. | **Justification as to why the proposed transaction is in the interest of the Company** | As set out in the rationale under Item Number 5 above. The Company will acquire control of a partially constructed LVP manufacturing facility, thereby augmenting manufacturing capacity with materially lower execution and time risk than a greenfield project, and M/s. Infuze Well Private Limited 's results will be consolidated with those of the Company. |
| 9. | **Where the transaction relates to investments made by the Company — details of the source of funds, cost of funds, tenure, terms, and the purpose for which the funds will ultimately be utilised by the recipient** | **Source of funds**: The proceeds of the preferential issue allotted on May 05, 2026, subject to the variation of objects proposed at Item Number 5. **Cost of funds**: Not applicable, the investment being funded from equity issue proceeds and not from borrowings.<br>**Tenure**: The investment is by way of equity and is not repayable.<br>**End-use by M/s. Infuze Well Private Limited**: (a) Capital expenditure on plant and machinery — Rs. 800 lakhs; (b) Repayment/prepayment of existing project borrowings — Rs. 1,500 lakhs (against total borrowings of Rs. 2,202.84 lakhs as at July 31, 2026). Total Rs. 2,300.00 lakhs. |
| 10. | **Valuation or other external report relied upon** | Valuation report dated June 03, 2026 issued by Mr. Bhavesh M Rathod, Registered Valuer, IBBI Registration No. IBBI/RV/06/2019/10708, determining the fair value of the Equity Shares of Infuze Well Private Limited at Rs. 10/- per share. The subscription price of Rs. 10/- per share does not exceed the fair value so determined. The valuation report will be made available to Members through their registered email addresses upon request addressed to investorgrievancewmcl@gmail.com. |
| 11. | **Whether the transaction has been approved by the Audit Committee, and the comments of the Audit Committee** | The transaction has been approved by the Audit Committee, comprising majority Independent Directors.<br>**Comments of the Audit Committee**: The Audit Committee, having considered the valuation report, the rationale placed before it and the terms of the proposed subscription, is satisfied that the transaction is on an arm's length basis and in the ordinary course of the Company's strategic objectives, and has recommended it for the approval of the Board and the Members. |
| 12. | **Whether all factors relevant to the transaction have been considered, and if not, the details of factors not considered and the rationale for not considering them** | Yes, all relevant factors have been considered by the Audit Committee and the Board. |

| | | |
|---|---|---|
| 13. | **Any other information relevant for the Members to take a decision** | Infuze Well Private Limited is setting up an LVP manufacturing facility at Naraingarh, Haryana with an estimated annual capacity of approximately 5.58 crore units. The project is under implementation.<br>**Brief financials of Infuze Well Private Limited for the financial year ended March 31, 2025**: Turnover: Rs. Nil; Net Worth: Rs. 476.00 lakhs; Profit/(Loss): Rs. Nil; Borrowings: Rs. 50.00 lakhs. Upon completion of the proposed subscription M/s. Infuze Well Private Limited is expected to constitute a material subsidiary of the Company within the meaning of Regulation 16(1)(c) of the SEBI Listing Regulations, and the Company will accordingly comply with Regulation 24 thereof. There will be no change in the promoter, management or control of the Company as a result of the proposed transaction. |

**Determination of materiality under Schedule XII**

Regulation 23(1) of the SEBI Listing Regulations, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 notified on November 18, 2025 and effective from December 18, 2025, no longer determines materiality by reference to the erstwhile test of rupees one thousand crore or ten per cent of annual consolidated turnover, whichever is lower. Materiality is now determined by reference to the slab-based thresholds specified in Schedule XII to the SEBI Listing Regulations, computed on the annual consolidated turnover of the listed entity as per its last audited financial statements. The thresholds prescribed in Schedule XII are as follows:

| Annual consolidated turnover of the listed entity as per its last audited financial statements | Threshold above which a related party transaction is material |
|---|---|
| Up to Rs. 20,000 crores | Ten per cent of the annual consolidated turnover |
| Above Rs. 20,000 crore and up to Rs. 40,000 crores | Rs. 2,000 crores plus five per cent of the annual consolidated turnover in excess of Rs. 20,000 crore |
| Above Rs. 40,000 crores | Rs. 3,000 crores plus two and a half per cent of the annual consolidated turnover in excess of Rs. 40,000 crores, subject to a maximum of Rs. 5,000 crores |

The annual consolidated turnover of the Company for the financial year ended March 31, 2026, as per its last audited financial statements, is Rs. 246.95 lakhs. The Company accordingly falls within the first slab set out above, and the applicable materiality threshold is ten per cent of that turnover, being Rs. 24.70 lakhs. The value of the proposed transaction, being Rs. 2,300.00 lakhs, exceeds the said threshold. The proposed transaction is therefore a material related party transaction, and prior approval of the Members is being sought under Regulation 23(4) of the SEBI Listing Regulations.

In terms of Regulation 23(4) of the SEBI Listing Regulations, no related party of the Company, whether or not such related party is a party to or interested in the proposed transaction, shall vote to approve the resolution set out at Item Number 7, whether by remote e-Voting or by e-Voting during the Meeting. All related parties of the Company shall accordingly abstain from voting on the said resolution.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item Number 7, save and except Mrs. Sakshi Laller, Whole-Time Director of the Company and a member of the Promoter Group, and her relatives, to the extent of her promoter interest, directorship and shareholding of 19.40% in M/s. Infuze Well Private Limited, and save and except such other related parties as are required to abstain from voting under Regulation 23(4) of the SEBI Listing Regulations.

The Board recommends the resolution set out at Item Number 7 for approval of the Members by way of an **Ordinary Resolution**.

**ITEM NUMBER 8**

**To approve the related party transactions.**

The members are informed that it has been proposed by the Board to enter into transaction(s) with the related parties mentioned herein below. The quantity of purchase and sale will be based on actual price. The total value of the proposed transaction(s) could reach Rs. 70 crores during financial year 2026-2027 in aggregate which will be carried out at arm's length price and in the ordinary course of business transaction.

Further as per the provisions of Section 188 of the Companies Act, 2013 and the applicable Rules framed there under Related Party Transaction will require prior approval of shareholders through Ordinary Resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the company as per last audited financial statements of the company. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by the company during the financial year 2026-2027. The Related Party disclosures as required under the Accounting Standard (AS-18) on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below:

| S. No. | Name of the Related Party | Nature of Relation | Nature of Transactions |
|---|---|---|---|
| 01. | Ovation Remedies | M/s. Symbiosis Pharmaceuticals Private Limited, one of the promoters is a partner in M/s. Ovation Remedies. | Purchase and sale of goods on a continuous basis. |
| 02. | Galaxy Pharmaceuticals Limited, Kenya | Holding company of the promoter i.e. M/s. Galaxy Vitacare Private Limited. | Purchase and sale of goods on a continuous basis. |
| 03. | Symbiosis Pharmaceuticals Private Limited | Promoter company. | Purchase and sale of goods on a continuous basis. |
| 04. | Symbiosis Bioscience Private Limited | Common Director. | Purchase and sale of goods on a continuous basis. |
| 05. | Sai Tech Medicare Private Limited | Subsidiary of promoter company. | Purchase and sale of goods on a continuous basis. |
| 06. | Balaji Prelams Private Limited | Subsidiary of promoter company. | Purchase and sale of goods on a continuous basis. |
| 07. | N K Industries | Partnership firm of Director. | Purchase and sale of goods on a continuous basis. |
| 08. | Tejas Medipack | Partnership firm of promoter. | Purchase and sale of goods on a continuous basis. |

The Board of Directors recommends passing of the resolution as set out at Item Number 8 of the notice as an **Ordinary Resolution.**

Except Ms. Sakshi Laller, none of the other Directors/Key Managerial Personnel of the company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item number 8 of the notice.

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

**Date: 24/08/2026**
**Place: Kala Amb**

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