

**PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 AND REGULATION 14 OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS OF**

**M/S PRISM MEDICO AND PHARMACY LIMITED**

**("PRISM"/"TARGET COMPANY"/"TC")**

**(Corporate Identification No. L24100HP2002PLC009299)**

**Registered Office:** Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh, 173030;

**Phone No.:** 0172-5020759; **Email id:** [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com); **Website:** [www.prismmedico.in](http://www.prismmedico.in)

**CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS**

**OPEN OFFER FOR ACQUISITION OF UPTO 15,76,492 (FIFTEEN LACS SEVENTY SIX THOUSAND FOUR HUNDRED NINETY TWO ONLY) FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") CONSTITUTING 26.00% OF THE VOTING SHARE CAPITAL OF PRISM, FROM THE PUBLIC SHAREHOLDERS OF PRISM BY M/S. SYMBIOSIS PHARMACEUTICALS PRIVATE LIMITED (ACQUIRER-1), M/S. GALAXY VITACARE PRIVATE LIMITED (ACQUIRER-2) AND MR. RAMIT WALIA (ACQUIRER-3) (HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ACQUIRERS") PURSUANT TO AND IN ACCORDANCE WITH REGULATION 3 (1) AND REGULATION 4 READ WITH OTHER APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) REGULATIONS")**

This Public Announcement ("Public Announcement" or "PA") is being issued by Navigant Corporate Advisors Limited (the "Manager to the Offer") for and on behalf of the Acquirers, to the Public Shareholders of the Target Company pursuant to and in compliance with Regulations 3 (1) and Regulation 4 read with other applicable provisions of the SEBI (SAST) Regulations.

**DEFINITIONS:**

"Equity Shares" means the fully paid-up equity shares of the Target Company of face value of Rs. 10 (Rupees Ten Only) Each.

"Offer" or "Open Offer" means the open offer for acquisition up to 15,76,492 (Fifteen Lacs Seventy Six Thousand Four Hundred Ninety Two Only) Equity Shares, representing 26.00% of the Fully Paid-up Equity Share Capital.

"Offer Price" has the meaning described to such term under paragraph 1.

"Offer Size" has the meaning described to such term under paragraph 1.

"Public Shareholders" means Shareholders of Target Company other than Parties to the Agreement.

"SPA" or "Agreement" has the meaning described to such term under paragraph 2.

"Voting Share Capital" means total voting equity capital of the Target Company on a fully diluted basis expected as of tenth (10<sup>th</sup>) working day from the closure of the tendering period of the Offer.

**1. OFFER DETAILS**



- **Offer Size:** This Open Offer is being made by the Acquirers for acquisition of up to 15,76,492 fully paid-up Equity Shares of Rs. 10/- each constituting 26.00% of the fully paid -up share capital of the Target Company.
- **Offer Price:** An offer price of Rs. 11/- (Rupees Eleven Only) per fully paid-up Equity Share (hereinafter referred to as the "Offer Price") will be offered for the equity shares tendered during the tendering period assuming full acceptance, the total consideration payable by the Acquirers, will be Rs. 1,73,41,412/- (Rupees One Crore Seventy Three Lacs Forty One Thousand Four Hundred Twelve Only).
- **Mode of Payment:** The entire consideration will be paid in cash, in accordance with the provisions of Regulation 9 (1) (a) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 (Regulations).
- **Type of Offer ( Triggered offer, Voluntary offer/competing offer etc.):** The Offer is a Triggered Offer made under Regulation 3 (1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 pursuant to the execution of the Share Purchase Agreement entered by Acquirers (as detailed herein below) for substantial acquisition of shares, voting rights and control of the Target Company, and to classify the Acquirers as "Promoters" of the Target Company in accordance with the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations.

2. **TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION):**

This Offer is being made pursuant to the execution of the following agreement by the Acquirers:

- An Agreement dated November 28, 2022 to purchase 14,51,061 equity shares constituting 23.93% of the fully paid up and voting equity share capital of the Target Company from Mrs. Parmjeet Kaur ("Seller-1"), Mr. Jasjot Singh ("Seller-2"), Mr. Charanjit Singh Bhatia ("Seller-3") and M/s. Ajooni Biotech Limited ("Seller-4") (hereinafter collectively referred to as the "Sellers") at a consideration of Rs. 11/- per Equity Share ("SPA").

Above Share Purchase Agreement ("SPA") is hereinafter referred to as the "Agreement" or "Share Purchase Agreement".

Given below are the details of underlying transactions:

Details of underlying transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for shares /VRs acquired (Rs. In Lacs)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital			
Direct	Acquisition of Equity Shares of the Target Company through Share Purchase Agreement (SPA) from the Sellers	14,51,061	23.93%	159.62	Cash	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

3. **DETAILS OF THE ACQUIRERS:**



Details	Acquirer-1	Acquirer-2	Acquirer-3
Name of Acquirers / PACs	M/s. Symbiosis Pharmaceuticals Private Limited (CIN: U24239HR2003PTC035085)	M/s. Galaxy Vitacare Private Limited (CIN: U24100MH2014PTC260071)	Mr. Ramit Walia
Address	Registered Office: House Number 341, Sector 4, Urban Estate, Naraingarh, Ambala, Haryana - 134203	Registered Office: Arihent Commercial Complex, Building No. 36 Gala No. 2, Purna Village, Koper, Bhiwandi, Thane, Maharashtra - 421302	Nairobi, Dagoreti District, 00505, 150, Kenya
Name(s) of the Persons in control / Promoters of the Acquirers/PAC, Where the Acquirers/PAC is a Company	Mr. Vishwambhar Dayal Gupta, Mr. Jagbir Singh, Mr. Sheetal Dass and Mr. Dalbir Singh	M/s. Galaxy Pharmaceuticals Limited, Kenya	N.A.
Name of the Group, if any, to which the Acquirers/PAC belongs to	N.A.	N.A.	N.A.
<b>Pre-Transaction shareholding:</b>			
Number of Shares	NIL	NIL	NIL
% of Fully paid up Equity Share Capital	0.00%	0.00%	0.00%
<b>Proposed shareholding after the acquisition of shares which triggered the Open Offer:</b>			
Number of Shares	7,98,083	5,07,872	1,45,106
% of Fully paid up Equity Share Capital	13.16%	8.38%	2.39%
Any other Interest in the Target Company	N.A.	N.A.	N.A.

For the purpose of this Open Offer there is no Person Acting in Concert (PAC) with the Acquirers.

#### 4. DETAILS OF SELLING SHAREHOLDERS:

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders			
		Pre- Transaction		Post Transaction	
Sellers:		Number	%	Number	%
Mrs. Parmjeet Kaur	Yes	2,96,009	4.88%	Nil	Nil
Mr. Jasjot Singh	Yes	2,28,185	3.76%	Nil	Nil
Mr. Charanjit Singh Bhatia	Yes	3,575	0.06%	Nil	Nil
M/s. Ajooni Biotech Limited	Yes	9,23,292	15.23%	Nil	Nil
<b>Total</b>		<b>14,51,061</b>	<b>23.93%</b>	<b>Nil</b>	<b>Nil</b>

#### 5. TARGET COMPANY



The Target Company i.e. Prism Medico And Pharmacy Limited and having its present registered office at Suketi Road, Kala Amb, Sirmaur, Himachal Pradesh, 173030.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 512217 and PRISMMEDI respectively. The shares of the Target Company are also listed on Metropolitan Stock Exchange of India ("MSEI") having symbol PRISMMEDI.

The Equity Shares of Target Company are frequently traded on BSE in terms of Regulation 2 (1) (j) of the Takeover Regulations.

## **6. OTHER DETAILS**

- 6.1 This to inform to all the Shareholders of Target Company that the details of the open offer would be published shortly in the newspaper in terms of the provisions of Regulation 14 (3) of SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before December 05, 2022.
- 6.2 The Acquirers undertakes that they are aware and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- 6.3 This is not a Competitive Bid.
- 6.4 This offer is not conditional upon any minimum level of acceptance as per Regulation 19 (1) of SEBI (SAST) Regulations, 2011.
- 6.5 All the information pertaining to the Target Company has been obtained from the information published and from publicly available sources and the accuracy thereof has not been independently verified by the Manager to the Offer.

**Issued by:**



**NAVIGANT CORPORATE ADVISORS LIMITED**  
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**Email id:** [navigant@navigantcorp.com](mailto:navigant@navigantcorp.com)  
**Website:** [www.navigantcorp.com](http://www.navigantcorp.com)  
**SEBI Registration No:** INM000012243  
**Contact person:** Mr. Sarthak Vijlani

**Signed by:**

For M/s. Symbiosis Pharmaceuticals Private Limited  
(Acquirer-1)

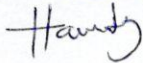
For Symbiosis Pharmaceuticals Pvt. Ltd.

  
Director

Name: Jagbir Singh  
Designation: Director

For M/s. Galaxy Vitacare Private Limited  
(Acquirer-2)

For GALAXY VITACARE PVT. LTD.



Director

Name: Managotu Para Haridas  
Designation: Director



Mr. Ramit Walia  
(Acquirer-3)



Place: Mumbai  
Date: November 28, 2022