PUBLIC ANNOUNCEMENT UNDER REGULATION 3 (1), REGULATION 4 READ WITH REGULATION 15 (1) AND REGULATION 13 (2) (G) OF SEBI (SUBSTANTIAL ACQUISTION 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")

Registered Office: 23/91,White Bunglow, Yashwant Nagar, Near Filmistan Studio & Patkar College, Opposite BMC School, Goregaon West, Mumbai-400062;
Phone No. +91-22-28733312
Website: www.prismmedicos.com
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CASH OFFER FOR ACQUISITION OF EQUITY SHARES FROM SHAREHOLDERS

OPEN OFFER FOR ACQUISITION OF 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") REPRESENTING 26 % OF THE EMERGING EQUITY AND VOTING SHARE CAPITAL (*AS DEFINED BELOW) OF PRISM, ON A FULLY DILUTED BASIS, FROM THE PUBLIC SHAREHOLDERS OF PRISM BY MR. JASJOT SINGH, MR. GURSIMRAN SINGH, MR. CHARANJIT SINGH BHATIA, MR. GURMEET SINGH, MRS. PARAMJIT KAUR, M/S. PUNJAB BIOTECHNOLOGY PARK LIMITED AND M/S. AJOONI BIOTECH PVT LTD AND PAC (HEREINAFTER COLLECTIVELY REFERRED TO AS "THE ACQUIRERS")

1. OFFER DETAILS

- Offer Size: This Open Offer is being made by the Acquirers for acquisition of 15,76,492 fully paid up Equity Shares of Rs. 10/- Each constituting 26.00% of the emerging equity and voting share capital of the Target Company.

- Offer Price: An offer price of Rs. 28/-(Rupees Twenty Eight 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. 4,41,41,776 (Rupees Four Crores Forty One Lacs, Forty One Thousand Seven Hundred Seventy Six 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. The Offer is being made in compliance with Regulation 13 (2) (g) of SEBI (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 pursuant to the approval of Board of Directors of Target Company to issue Equity Shares to the Acquirers leading to substantial acquisition of equity shares and voting rights.

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Consequent upon acquiring the shares pursuant to the preferential allotment, the post prefrential shareholding of the Acquirers will be 40,71,428 equity shares constituting 67.15% of the emerging capital. Pursuant to proposed allotment, the Acquirers shall hold the majority of equity shares by virtue of which they shall be in a position to exercise control over management and affairs of the Target Company.

* Emerging Voting Capital means 60,63,428 fully paid up equity shares of the face value of Rs. 10/- each of the Target Company being the capital post allotment of 40,71,428 equity shares to the Acquirers on preferential basis.

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

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 Crores)	Mode of payment (Cash/ securities) (*1)	Regulation which has triggered
		Number	% vis a vis total Equity / voting capital			
Direct	Resolution passed at the meeting of Board of Directors of The Target Company held on 7th October, 2016 for issue of equity shares on preferential basis under section 62 of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2009 subject to statutory approvals.	40,71,428	67.15% of the emerging capital	14.00	Securities against allotment of 35,71,428 equity shares and Cash for balance 5,00,000 equity shares	Regulation 3 (1) and 4 of SEBI (SAST) Regulations 2011

3. ACQUIRERS:

Name of Acquirers	Address	Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies	Name of the Group, if any, to which the Acquirer/PAC belongs to	Pre Transaction Shareholding Number and % of Total Present Share Capital	Proposed shareholding after acquisition of shares which triggered open offer Number and % of Total Emerging	Any other interest in the Target Company

					Capital	
Mr. Jasjot Singh	House No. 1768 Phase-3B2 Mohali 160055. Punjab	N.A.	N.A.	0 (0.00%)	5,53,657 (9.13%)	N.A.
Mr. Gursimran Singh	House No. 1768 Phase-3B2 Mohali 160055. Punjab	N.A.	N.A.	0 (0.00%)	1,42,936 (2.36%)	N.A.
Mr. Charanjit Singh Bhatia	House No. 1333 Phase-3B2 Mohali 160055. Punjab	N.A.	N.A.	0 (0.00%)	3,575 (0.06%)	N.A.
Mr. Gurmeet Singh	House No. 1768 Phase-3B2 Mohali 160055. Punjab	N.A.	N.A.	0 (0.00%)	6,85,721 (11.31%)	N.A.
Mrs. Paramjit Kaur	House No. 1768 Phase-3B2 Mohali 160055. Punjab	N.A.	N.A.	0 (0.00%)	3,08,039 (5.08%)	N.A.
Punjab Biotechnology Park Limited	D 118 Industrial Areaphase Vii Mohali Distt Ropar Punjab 160055.	Gurmeet Singh, Jasjot Singh and Rajiv Agarwal	N.A.	0 (0.00%)	4,05,357 (6.69%)	N.A.
Ajooni Biotech Pvt Ltd	D-118, Industrial Area Phase-7 Mohali Mohali 160059.	Gurmeet Singh, Jasjot Singh and Gursimran Singh	N.A.	0 (0.00%)	19,72,143 (32.53%)	N.A.

Note: The present Equity Share Capital of the Target Company is Rs. 1,99,20,000/- comprising of 19,92,000 Equity Shares of Rs. 10/- Each. Post preferential issue, the equity share capital will increase to Rs. 6,06,34,280/- comprising of 60,63,428 Equity Shares of Rs. 10/- Each. The Allottes under preferential issue is intending to assume control over Target Company and hence Promoters' and Promoter's Group holding would be 40,71,428 Equity Shares i.e. 67.15% of the emerging capital.

4. **DETAILS OF SELLING SHAREHOLDERS:**

This Open offer is triggered pursuant to the resolution passed at the meeting of Board of Directors of The Target Company held on 7th October, 2016 for issue of equity shares on preferential basis under section 62 of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2009 subject to statutory approvals, hence details of Selling Shareholders are Not Applicable in this case.

5. **TARGET COMPANY**

The Target Company i.e. Prism Medico and Pharmacy Limited and having its present registered office at 23/91, White Bunglow, Yashwant Nagar, Near Filmistan Studio & Patkar College, Opposite BMC School, Goregaon West, Mumbai-4000621.

The shares of the Target Company are listed at BSE Limited ("BSE") having scrip code and id is 512217 and PRISMMEDI respectively.

6. **OTHER DETAILS**

6.1 This is 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 18th October, 2016.

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6.2 The Acquirers undertake 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.

Issued by:

Navigant

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Navigant Corporate Advisors Ltd. Mumbai

On Behalf of Acquirers

By Jasjot Singh
(Acting on behalf of self and other Acquirer as Constituted Attorney)

Place: Mumbai
Date: 7th October, 2016