

**Prism Medico And Pharmacy Limited**

**(CIN: - L51109MH2002PLC206595)**

**Registered Office:-**23/91, White Bungalow Yashwant Nagar Near Filmistan Studio  
& Patkar College Goregaon (West) Mumbai – 400062. Maharashtra, India.

**Email id: -** [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com) **Website: -** [www.prismmedicos.com](http://www.prismmedicos.com)

**Tele. No.** 022 28733312

**POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (hereinafter referred to as “**the Act**”), read together with the Companies (Management and Administration) Rules, 2014 (“**Rules**”) (including any statutory modification or re-enactment thereof for the time being in force) to the Members of **Prism Medico And Pharmacy Limited** (hereinafter referred to as “**the Company**”) that the resolutions appended below are proposed to be passed by way of postal ballot / e-voting as the case may be.

The explanatory statement pertaining to the said resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a postal ballot form (hereinafter referred to as “**the Postal Ballot Form**”) for your consideration.

The Board of Directors of the Company has appointed Mr. Jaymin Modi (ACS- 44248), CP 16948 Proprietor of M/S. Jaymin Modi & Co, Bhayander, (East), Thane, Practicing Company Secretary, as the Scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

The businesses of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matter included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Saturday, the 17<sup>th</sup> June, 2017 at 9.00 a.m. and ends on Sunday, the 16<sup>th</sup> July, 2017, at 5.00 p.m. Please read carefully and follow the instructions as printed in this Notice for e-voting.

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Sunday, the 16<sup>th</sup> July, 2017 at the Company's Registrar and Share Transfer Agent namely M/s Purva Share Registry (India) Pvt. Ltd, Unit :- **Prism Medico And Pharmacy Limited** , Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. r. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai, Maharashtra, 400011 Tel:022-23016761/8261 Website: [www.prismmedicos.com](http://www.prismmedicos.com) Email: [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com). Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Sunday , the 16<sup>th</sup> July, 2017 will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director authorised by the Board, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence; any person authorized by him, on Thursday, 20<sup>th</sup> July, 2017 at 5.00 p.m. at the Registered Office of the Company and will be displayed on the notice board at the registered office of the Company. The results of the postal ballot will also be posted on the Company's website: - [www.prismmedicos.com](http://www.prismmedicos.com) and on the website of National Securities Depository Limited, besides communicating to the stock exchange i.e. BSE Limited

## **SPECIAL BUSINESS**

### **Item No.1:- CHANGE IN OBJECT CLAUSE**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4,13,15 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies ( Incorporation) Rules, 2014 and Regulations framed there under (including any statutory modification(s) or re enactment(s)thereof for the time being in force)and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Mumbai, under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration of the Object Clauses of the Memorandum of Association of the Company in the following manner :-

- A. Existing clause no. 1, 1A and 1B forming part of III-(A) of the Main Objects be deleted - Insertion of new clause no. 1 forming part of III-(A) of Main Object of the Memorandum of Association of the Company and the said clauses be renumbered as 1 respectively which are as follows;

(1) Following are the main objects of the company:-

- a. To carry on business as manufacturers, producers, processors, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, preservers, stockist, distributors and deal in any kind of animal feed, poultry feed, cattle feed, aqua feed, ayurvedic foods, Organic food, juices, cosmetics, herbal extracts, Nutrients related to feed, live stock or human ,cattle feed and agriculture, soil conditioners, Animal breeds.
- b. To carry on business as manufacturers, producers, processors, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, preservers, stockist, distributors of solvent extraction, oil expelling and edible oil refinery and all food processing and food items including FMCG Products.
- c. To carry out Research & Development work, Contract research and development, manufacturing and marketing of Biotech and other products for food, pharmaceuticals, biopharmaceuticals, medicines, bio chemicals, bio fertilizers, tissue culture, floriculture, horticulture, neutraceuticals, fermentation and genetic engineering based products.
- d. To develop specialized chemicals, medicines, food and its manufacturing and marketing.
- e. To carry out contract farming and manufacturing of agriculture, orchids and plant based products and its marketing.
- f. To carry on business as manufacturers, producers, processors, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, preservers, stockist, distributors or otherwise deal in Fertilizers, Mining, Bio organics, Bio pesticides, Bio Fertilizers, Seeds and Agricultural products.
- g. To manufacture, import, export and deal in tractors, agricultural implements and/or to carry on business of steel plants , rolling mills, machine shops, utensil of all metals , bathroom fittings and accessories..

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the alteration in object clause thereof with the Registrar of Companies, Mumbai and to resolve and settle all questions and difficulties that may arise in the proposed alteration of object clause and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**Item No.2:- SHIFTING OF REGISTERED OFFICE FROM THE STATE OF MAHARASHTRA TO THE STATE OF PUNJAB**

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

**“RESOLVED THAT** subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, Western Region or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Maharashtra situated at 23/91, White Bungalow Yashwant Nagar Near Filmistan Studio & Patkar College Goregaon (West) Mumbai – 400062. Maharashtra, India to the State of Punjab to be situated at D-118, Phase 7, Industrial Area, Mohali - 160062.Punjab.

**RESOLVED FURTHER THAT** pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director, Western Region or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II:

**II.** “The Registered Office of the Company will be situated in the State of Punjab.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director Western Region or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Maharashtra as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government , the Regional Director, Western Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

Place: Mumbai  
Date: 12<sup>th</sup> June, 2017.

By Order of the Board of Directors  
For: Prism Medico and Pharmacy Ltd

sd/-  
Anjali Aggarwal  
Company Secretary

**Encl.:**

1. Explanatory Statement
2. Postal Ballot Form and Self Addressed Postage-Prepaid envelop

**Notes:**

1. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes.
2. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) for the purpose of e-voting facility to all its members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the notes under section "voting through electronic means" in the notice.
3. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herewith.
4. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Thursday, 20<sup>th</sup> July, 2017.
5. The notice, together with the documents accompanying the same, is being sent to all the members, by permitted mode (and electronically by e-mail to those members who have registered their e-mail ids with the Company's Registrar and share Transfer agents / CDSL/NSDL) whose names appear in the Register of Members/ list of beneficial owners as received from CDSL and NSDL as on the close of working hours on Friday, the 09<sup>th</sup> June, 2017 i.e. "the cut-off date". Any person who acquires shares of the Company and becomes a member of the company after the dispatch of the notice and holding shares may cast their vote by e-voting. The notice will be displayed on the website of the Company [www.prismmedicos.com](http://www.prismmedicos.com) and on the website of NSDL.
6. The date of dispatch of the notice and the Explanatory Statement will be announced through advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in Mumbai, where the registered office of the Company is situated.
7. The Company has appointed Mr. Jaymin Modi (ACS- 44248), CP 16948 Proprietor of M/s Jaymin Modi & Co, Bhayander (East), Thane, Practicing Company Secretary, as the Scrutinizer for conducting the E-voting/ Postal Ballot in a fair and transparent manner.
8. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Members voting in physical form are requested to carefully read the instructions printed on the enclosed Postal Ballot form. Members who have received the postal ballot notice by e-mail and who wish to vote through the postal ballot form can download the postal ballot form from the following url on the Company's corporate website [www.prismmedicos.com](http://www.prismmedicos.com) or seek

duplicate postal ballot form from M/s Purva Share Registry (India) Pvt. Ltd , the Registrar and Share Transfer Agent or Registered Office of the Company. Members shall fill in the requisite details and send the duly completed, and signed postal ballot form in the enclosed self addressed postage pre-paid envelope to the Scrutinizer before the close of working hours i.e. 5.00 p.m. on Sunday, the 16<sup>th</sup> July, 2017. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered post / speed post at the expense of the Members will also be accepted. Assent / Dissent received after 5.00 p.m. on Sunday, the 16<sup>th</sup> July, 2017, would be strictly treated as if reply from the Members has not been received.

9. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the members of joint Members.
10. The postal ballot form should be completed and signed by the member as per specimen signature registered with the Company and/or furnished by the Depositories. In case, shares are jointly held, this form should be completed and signed by the first named Member and, in his/her absence, by the next named Member. Holder(s) of Power of Attorney ("POA") on behalf of a Member may vote on the postal ballot mentioning the registration number of the POA with the Company or enclosing a copy of the POA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The Scrutinizer's decision on the validity of the votes (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced on Thursday, the 20<sup>th</sup> July, 2017 at the Registered office of the company situated at 23/91, White Bungalow Yashwant Nagar Near Filmistan Studio & Patkar College Goregaon (West) Mumbai - 400062. Maharashtra, India.
11. The results, together with the Scrutinizer's Report, will be displayed at the registered Office of the Company and on the website of Company ([www.prismmedicos.com](http://www.prismmedicos.com)), besides being communicated to BSE Limited and the National Securities Depository Limited. The result of the Postal Ballot shall also be announced through newspaper advertisement. In the event, the resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
12. Kindly note that the Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

13. The vote on postal ballot cannot be exercised through proxy.

14. Voting through electronic means:

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

(i) Open email and open PDF file viz; "Prism Medico and Pharmacy Ltd e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

(v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(vii) Select "EVEN" of Prism Medico and Pharmacy Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csjayminmodi@gmail.com](mailto:csjayminmodi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Postal Ballot Notice [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:**

(i) Initial password is provided at the bottom of the Attendance Slip for the Postal Ballot Form: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

**OTHER INSTRUCTIONS**

- I. 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 09<sup>th</sup> June, 2017, are entitled to vote on the Resolution set forth in this Notice.**
- V. The remote e-voting period will commence at 9.00 a.m. on 17<sup>th</sup> June, 2017 and will end at 5.00 p.m. 16<sup>th</sup> July, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 09<sup>th</sup> June, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13<sup>th</sup> January, 2017
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- VIII. The Scrutinizer shall, immediately after the conclusion of voting through postal ballot, count the votes cast through postal ballot, 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 3 days of conclusion of the voting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.



- IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.
- X. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

#### **ANNEXURE TO NOTICE:**

#### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102(1) of the Companies Act, 2013, the following Explanatory Statement sets out all material fact relating to the Resolution as mentioned in the Notice.

##### **Item 1**

Your Board is considering from time to time the proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new activities.

The Board of Directors of the company at their meeting held on 12<sup>th</sup> June, 2017 have subject to the approval of the shareholders, Stock Exchanges where the shares of the company are listed and other relevant regulatory authorities, in principally decided to change the main objects of the company.

Prism Medico and Pharmacy Limited had acquired the 100% shares of Healthy Biosciences Private Ltd. Healthy Biosciences Pvt Limited is engaged in the business of animal feed, poultry feed, cattle feed, aqua feed, ayurvedic foods, Organic food, juices, cosmetics, herbal extracts, Nutrients related to feed, live stock or human ,cattle feed and agriculture, soil conditioners, FMCG products etc..

In view of the proposed acquisition, the object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly it is proposed that the existing clause no. 1, 1A and 1B forming part of III-(A) of the Main Objects be deleted - Insertion of new clause no. 1 forming part of III-(A) of Main Object of the Memorandum of Association of the Company . The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of declaration of results of postal ballot i.e. Thursday, 20<sup>th</sup> July, 2017.

The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies (ROC).

The Board of Directors accordingly recommends the resolution set out at Item No. 1 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the resolution for your approval as a Special Resolution.

## **Item No. 2**

The Registered Office of the Company is presently situated in the State of Maharashtra. There are hardly any activities in the State of Maharashtra.

The Board is further of the view that the proposed shifting of the registered office would improve the access to new managerial group and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the registered office of the company is shifted from the State of Maharashtra to the State of Punjab. Further there is better growth for the business of the Company in the State of Punjab and has therefore propose to shift the registered office of the Company to the State of Punjab.

Shifting of registered office from the State of Maharashtra to the State of Punjab is part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Punjab, the set targets and objectives, which would be in the interest of the Company and its members.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read alongwith Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the members, Central Government or the Regional Director, Western Region or any other relevant authorities.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the company.

The Board of Directors recommends the resolution set out as above of the Notice for the approval of the members.

None of the Directors, manager and / or Key Managerial Person is in any way concerned or interested in the said resolution.

Place: Mumbai  
Date: 12<sup>th</sup> June, 2017

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

sd/-  
Anjali Aggarwal  
Company Secretary

**Prism Medico and Pharmacy Limited**

**(CIN: - L51109MH2002PLC206595)**

**Registered Office:-**23/91, White Bungalow Yashwant Nagar Near Filmistan Studio & Patkar College Goregaon (West) Mumbai – 400062. Maharashtra, India.

**Email id: -** [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com) **Website: -** [www.prismmedicos.com](http://www.prismmedicos.com)

**Tele. No.** 022 28733312

**POSTAL BALLOT FORM**

Sr. No. :

1. Name & Registered Address of the Sole/ /first named Member :
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio No./DP ID & Client ID No. :
4. No. of Shares held :

5. I/ We hereby exercise my/ our vote in respect of the following special resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 12<sup>th</sup> December, 2016 of the Company, by sending my/ our assent or dissent to the said resolution by placing a tick ( ✓ ) mark at the appropriate box below:

Sr. no.	Description	No. of Shares held	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1	Special resolution for under Section 13 and other applicable provisions if any of the Companies Act, 2013 for change in object clause of the company			
2	Special Resolution under section 13 and other applicable provisions, if any of the Companies Act, 2013 for shifting of Registered office of the company			

Place:

Date:

\_\_\_\_\_  
Signature of the Member/Beneficial Owner

EVEN (Electronic Voting Event Number)	User ID	*Default PAN / Password

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN Field.

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

**IMPORTANT INSTRUCTIONS**

- I. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier / Speed Post / Registered Post at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- II. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- III. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar/Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA.
- IV. Unsigned, incomplete, improperly or incorrectly tick marked postal ballot forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the votes in favour or against or of the signature cannot be verified.
- V. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Sunday, the 16<sup>th</sup> July, 2017 at 5.00 p.m. Postal Ballot Forms received after the aforesaid date and time will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date, providing sufficient time for postal transit.
- VI. Members can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. However, in case Member(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- VII. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution/ authorization giving the requisite authority to the person voting on the postal ballot form.
- VIII. Voting rights in the Ballot / e-voting cannot be exercised by a proxy. However corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization, as stated above.