

**Prism Medico and Pharmacy Limited**

**(CIN: - L51109PB2002PLC047444)**

**Registered Office:** D-118, Industrial Area, Phase VII, Mohali-160055, India.

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

**Tel. No.** 0172-5020762

**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. Prince Chadha (ACS- 32856), CP 12409 Proprietor of M/S. P. Chadha & Associates, 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 Monday, the 05<sup>th</sup> November, 2018 at 9.00 a.m. and ends on Tuesday, the 04<sup>th</sup> December, 2018, 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 Tuesday, the 04<sup>th</sup> December, 2018 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.prismmedico.com](http://www.prismmedico.com) Email: [investorgrievancewmcl@gmail.com](mailto:investorgrievancewmcl@gmail.com). Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Tuesday, the 04<sup>th</sup> December, 2018 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 Saturday, the 08th December, 2018 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.prismmedico.com](http://www.prismmedico.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 ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (**“Act”**) (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**“ICDR Regulations”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR Regulations”**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**the “Takeover Regulations”**) and any other rules, regulations, guidelines, policies, notifications and circulars, if any, issued/prescribed by the Securities and Exchange Board of India (**“SEBI”**), Government of India, Reserve Bank of India, stock exchanges and/or any other statutory/ regulatory authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate statutory/ regulatory authorities, institutions or bodies as may be required and subject to such conditions and

modifications as may be prescribed by any of them, while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches up to 3,00,000 (Three Lac) convertible warrants (**“Warrants”**) on preferential basis to Mrs. Parmjeet Kaur (**“Proposed Allottee”**), belonging to promoter category of the Company, at a price as may be arrived in accordance with the ICDR Regulations, with a right to warrant holder to apply for and get allotted one equity share of face value of Rs. 10/- (Rupees Ten only) each, within a period of 18 (eighteen) months from the date of allotment of warrants.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the ICDR Regulations, the **"Relevant date"** for the purpose of determining the minimum issue price for the issue of warrants/equity shares arising on conversion of warrants is **Wednesday, the 07<sup>th</sup> November, 2018**, which is 30 (thirty) days prior to the date of this Postal Ballot Result to be held on Saturday, December 08, 2018.

**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant on or before the allotment of the warrants

**RESOLVED FURTHER THAT** the said warrants shall be issued and allotted by the company within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the said warrants is pending on account of pendency of any approval for such allotment by any regulatory authorities or the central government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

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

- (i) The warrants may be exercised by the warrant holder at any time before the expiry of 18 (eighteen) months from the date of allotment of the warrants (**"Tenure"**);
- (ii) In the event the warrant holder does not exercise the warrants within 18 (eighteen) months from the date of allotment of the warrants, the warrants shall lapse and the amount paid on such warrants shall stand forfeited by the company;
- (iii) The warrant holder shall be entitled to exercise the option of exercising any or all of the warrants in one or more tranches by way of a written notice to the company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares to the warrant holder;

- (iv) The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI LODR Regulations;
- (v) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;
- (vi) Upon exercise of the warrants by the warrant holder, the company shall issue and allot appropriate number of equity shares and perform such action as are required to credit the equity shares to the depository account of warrant holder and entering the name of warrant holder in the records of company as the registered owner of such equity shares;
- (vii) An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares;
- (viii) The issue of the warrants as well as equity shares arising from the exercise of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- (ix) Subject to the provisions of Chapter VII of the ICDR Regulations and Takeover Regulations, the Warrants and Equity Shares allotted on exercise of such Warrants may be transferred inter-se among the Promoters and/or persons forming part of Promoter Group of the Company;
- (x) In the event that the Company completes any form of capital restructuring or capitalisation of profits or reserves, other than by way of dividend on shares, prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted.
- (xi) The Company shall re-compute the price of the warrants/equity shares issued on conversion of warrants in terms of provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such warrant holder to the company in accordance with the provisions of ICDR Regulations;
- (xii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants and pre preferential allotment shareholding of proposed allottee shall be subject to a lock-in for such period as prescribed under Chapter VII of the ICDR Regulations relating to preferential issue;

- (xiii) That the Warrants by itself, until exercise of conversion option and equity shares allotted, does not give to the warrant holder thereof any rights/entitlements with respect to that of a shareholder or members of the Company; and
- (xiv) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the Warrants including reduction of the size of the issue(s), as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** the board be and is hereby authorized to issue and allot such number of equity shares of the company as may be required to be issued and allotted upon exercise of the option in the warrants held by the warrant holder.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director (s) or officer (s) of the company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the company and to represent the company before any governmental authorities and to appoint any merchant banker or other professional advisors, consultants and legal advisor to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates/ clarifications, effecting any modifications or changes to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and equity shares and utilization of proceeds of the Warrants and equity shares issued upon exercise of such warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.

Place: Mohali  
Date: 18<sup>th</sup> October, 2018.

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

Sd/-  
Gursimran Singh  
Director

**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. Saturday, the 08<sup>th</sup> December, 2018 .
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 02<sup>nd</sup> November, 2018 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) Punjabi newspaper, each with wide circulation in Mohali, where the registered office of the Company is situated.
7. The Company has appointed Mr. Prince Chadha (ACS- 32856), CP 12409 Proprietor of M/s P. Chadha & Associates, 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.prismmedico.com](http://www.prismmedico.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 Tuesday, the 04<sup>th</sup> December, 2018 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 Tuesday, the 04<sup>th</sup> December, 2018, 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 Saturday, the 08<sup>th</sup> December, 2018 at the registered office of the company situated at D-118, Industrial Area, Phase VII, Mohali-160055, 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.prismmedico.com](http://www.prismmedico.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 02<sup>nd</sup> November, 2018, 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 Monday, the 05<sup>th</sup> November, 2018 and will end at 5.00 p.m. on Tuesday, the 04<sup>th</sup> December, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 02<sup>nd</sup> November, 2018, 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 02<sup>nd</sup> November, 2018
- 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 favor 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 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 NO.1**

#### **ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS**

In order to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and thereby strengthening the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws, the Board of Directors of the Company in its meeting held on October 18, 2018 has accorded its approval for raising funds through preferential issue by issuing up to 3,00,000 (Three Lac) convertible warrants ("**Warrants**") on preferential basis to Mrs. Parmjeet Kaur ("**Proposed Allottee**"), belonging to promoter category of the Company at a price as may be arrived in accordance with the ICDR Regulations, with a right to warrant holder to apply for and get allotted one equity share of face value of Rs.10/- for each warrant, within a period of 18 (Eighteen) months from the date of allotment of warrants. Pursuant to the provisions of Section 62 (1) (c) read with section 42 of the Companies Act, 2013 and the Rules made thereunder ("**Act**") and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**ICDR Regulations**"), any preferential allotment of securities need to be approved by the shareholders by way of special resolution.

#### **Salient features of the preferential issue of warrants are as under:**

The proposed issue and allotment of warrants on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ( "**ICDR Regulations**") and the Companies Act, 2013 read with rules made thereunder ("**ACT**").

Without generality to the above, the salient features of the preferential issue of Warrants are as under:

- (i) The warrants may be exercised by the warrant holder at any time before the expiry of 18 (eighteen) months from the date of allotment of the warrants ("**Tenure**");
- (ii) In the event the warrant holder does not exercise the warrants within 18 (eighteen) months from the date of allotment of the warrants, the warrants shall lapse and the amount paid on such warrants shall stand forfeited by the company;
- (iii) The warrant holder shall be entitled to exercise the option of exercising any or all of the warrants in one or more tranches by way of a written notice to the company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the company prior to or at the time of conversion. The Company shall

accordingly, issue and allot the corresponding number of equity shares to the warrant holder;

- (iv) The Company shall ensure that the listing and trading approvals for Equity Shares to be issued and allotted to the Warrant holder(s) upon exercise of Warrants are received from the relevant stock exchanges in accordance with the ICDR Regulations and SEBI LODR Regulations;
- (v) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company
- (vi) Upon exercise of the warrants by the warrant holder, the company shall issue and allot appropriate number of equity shares and perform such action as are required to credit the equity shares to the depository account of warrant holder and entering the name of warrant holder in the records of company as the registered owner of such equity shares;
- (vii) An amount equivalent to 25 percent of the Warrant Issue Price shall be payable at the time of subscription and allotment of each warrant and the balance 75 percent of the Warrant Issue Price shall be payable by the warrant holder(s) on or before the exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares;
- (viii) The issue of the warrants as well as equity shares arising from the exercise of the warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- (ix) Subject to the provisions of Chapter VII of the ICDR Regulations, and Takeover Regulations, the Warrants and Equity Shares allotted on exercise of such Warrants may be transferred inter-se among the Promoters and/or persons forming part of Promoter Group of the Company;
- (x) In the event that the Company completes any form of capital restructuring or capitalisation of profits or reserves, other than by way of a dividend on shares, prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted;
- (xi) The Company shall re-compute the price of the warrants/equity shares issued on conversion of warrants in terms of provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such warrant holder to the company in accordance with the provisions of ICDR Regulations;
- (xii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants and pre preferential allotment shareholding of proposed allottee shall be subject to

a lock-in for such period as prescribed under Chapter VII of the ICDR Regulations relating to preferential issue;

- (xiii) That the Warrants by itself, until exercise of conversion option and equity shares allotted, does not give to the warrant holder thereof any rights/entitlements with respect to that of a shareholder or member of the Company; and
- (xiv) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

The relevant Disclosures in terms of the Act and Regulation 73 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations "), as amended from time to time are as under:

**(a) The Objects of the Preferential issue:**

The object of raising the funds by issuing warrants to the promoter is to utilize the proceeds of the preferential offer to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure, to enhance its long term resources and thereby strengthening the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws.

**(b) The proposal of the Promoters, Directors or Key Management Personnel of the issuer to subscribe to the offer:**

The Preferential Issue is being made to Mrs. Parmjeet Kaur, belonging to Promoter category of the Company on preferential basis. Directors or Key Management Personnel of the Company and the other Promoters and /or Promoter Group of the Company except Mrs. Parmjeet Kaur, do not intend to subscribe to the offer.

**(c) The Shareholding pattern of the issuer before and after the Preferential issue:-**

The shareholding pattern of the company, before and after the proposed issue of warrants on preferential basis would be as under:-

S. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoters' Holding:</b>				
1.	Indian:				
2.	Individual	1593766	26.28	1893766	29.76
3.	Body Corporate	1821905	30.04	1821905	28.63
4.	Foreign Promoters				
	<b>Sub Total</b>	<b>3415671</b>	<b>56.33</b>	<b>3715671</b>	<b>58.39</b>
<b>B</b>	<b>Non-Promoters'</b>				

	<b>Holding:</b>				
1.	Institutional Investors				
2.	Non-Institution:				
3.	Private Corporate Bodies				
4.	Directors and Relatives				
5.	Indian Public	2647757	43.66	2647757	41.60
6.	Others (Including NRIs)				
	<b>Sub Total (B)</b>	<b>2647757</b>	<b>43.66</b>	<b>2647757</b>	<b>41.60</b>
	<b>GRAND TOTAL (A+B)</b>	<b>6063428</b>	<b>100</b>	<b>6363428</b>	<b>100</b>

\*Note: (i) Assuming full conversion of warrants.

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

As required under Chapter VII of the SEBI (ICDR) Regulations, the Company shall complete the allotment of warrants as aforesaid within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue by Postal Ballot provided that where the allotment of the said warrants is pending on account of pendency of any approval for such allotment by any regulatory authorities or the central government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

**(e) the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of pre and post preferential issue capital that may be held by them in the issuer consequent to the preferential issue:**

<b>S No.</b>	<b>Name of the Allottee</b>	<b>No of Shares</b>	<b>Percentage of post preferential offer</b>
2.	Mrs. Parmjeet Kaur	608039	09.55

\*Note: Assuming full conversion of warrants

**f) Change in control, if any, in the Company consequent to preferential issue:**

The proposed preferential issue of warrants would not result in any change in the control or management of the affairs of the company. However there will be consequential change in

the voting rights/shareholding of the company after the conversion of warrant into equity shares.

**g) Pricing of the preferential issue**

The Regulation 76 of the SEBI (ICDR) Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date ; or
- (ii) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the recognized stock exchange during the two weeks preceding the relevant date.

The requirement of the basis on which the price has been arrived at along with report of the registered valuer as such is not applicable in the present case since the Company is a listed Company and the pricing is in terms of the provisions of the Chapter VII of the ICDR Regulations.

**h) Relevant Date**

The "Relevant date" as per the ICDR Regulations for determining the minimum price for the preferential issue of warrants is Wednesday, the 07<sup>th</sup> November, 2018, which is 30 days prior to the date of the Postal Ballot Result to be held on 08<sup>th</sup> December, 2018.

**i) Auditors certificate:**

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI (ICDR) Regulations, certifying that the issue of warrants is being made in accordance with the requirement contained in the SEBI (ICDR) Regulations, shall be placed at the website of company link of the same is [www.prismmedico.com](http://www.prismmedico.com) and shall also be available for inspection by the members at the Registered office of the company at D-118, Industrial Area, Phase VII, Mohali-160055, and at Scrutinizer office at SCO 32-33, Sector 8-C, Madhya Marg, Chandigarh-160009 and at Auditor's Office at H. No 1122, 1<sup>st</sup> Floor, Sector 71, Mohali-160071.

**j) Lock in period:**

The Warrants and Equity Shares to be allotted on exercise thereof shall be subject to lock-in as per the ICDR Regulations. The entire pre-preferential allotment shareholding of the above allottee shall also be locked-in as per the Regulation 78 of the ICDR Regulations.

**k) Undertakings**

As required under the ICDR Regulations the Company hereby undertakes that:

- (i) It shall re-compute the price of the Warrants or Equity Shares to be issued on conversion of Warrants in terms of the ICDR Regulations, where it is required to do so.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants/ Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations")

**1) Other Disclosure**

- (i) The Company has not made any preferential issue of securities in this financial year, other than the proposed issuance as stated in this notice.
- (ii) The Promoter and Promoter Group have not sold any equity shares of the Company during the six months preceding the Relevant Date. The Promoter and Promoter Group have not subscribed to any Warrants during the last one year.
- (iii) It is hereby confirmed that neither the Company nor any of its Promoters or Directors are wilful defaulter.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to applicable provisions of Companies Act, 2013 and Chapter VII of the SEBI ICDR Regulations wherein all related parties (including promoters/promoter group entities) shall abstain from voting.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company except the below mentioned relatives of Mrs. Parmjeet Kaur are, in anyway, concerned or interested, financially or otherwise, in the above resolution:

- (i) Mr. Jasjot Singh (Son) – Director of the Company (Promoter)

The Board recommends the resolution for approval of the members as a Special Resolution.

The relevant books and documents are available for inspection during business hours of the Company till the date of the meeting.

Place: Mohali  
Date: 18<sup>th</sup> October, 2018

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

sd/-  
Gursimran Singh  
Director

**Prism Medico and Pharmacy Limited**

**(CIN: L51109PB2002PLC047444)**

**Registered Office:** D-118, Industrial Area, Phase VII, Mohali-160055, India.

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

**Tel No:** 0172-5020762

**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 18<sup>th</sup> October, 2018 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 Issue of Convertible Warrants on Preferential Basis to Promoters of Company			

Place:

Date:  
Owner

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

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 favor or against or of the signature cannot be verified.
- V. Duly completed Postal Ballot Form should reach the Scrutinizer not later than Tuesday, the 04<sup>th</sup> December, 2018 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.