



PRINCE CHADHA
B.COM, ACS

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**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POSTAL BALLOT
PRISM MEDICO & PHARMACY LIMITED**

To,
The Chairman,
PRISM MEDICO AND PHARMACY LIMITED (CIN: L51109PB2002PLC047444)
Regd. Office: D-118, Industrial Area, Phase VII, Mohali, Punjab Mohali - PB 160055 IN

Sub: Consolidated Scrutinizer Report for Remote E-Voting AND Postal Ballot of **PRISM MEDICO AND PHARMACY LIMITED** (Company).

I, Prince Chadha, Company Secretary in whole time practice, have been appointed by M/s Prism Medico and Pharmacy Limited as the Scrutinizer for the purpose of the Voting of the Equity Shareholders (through Postal Ballot and remote e-voting process at the meeting) on the below mentioned resolution:-

Item No.1 ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:-

“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 07th 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.

I submit my Report as under:

1. The Company completed dispatch of aforesaid Notice to Equity Shareholders along with the Postal Ballot Form to its Equity Shareholders whose names appeared on the Register of members/ list of Beneficial Owners, as received from Registrar and Shares Transfer Agents as on 02nd November, 2018 ('Cut-off date').
2. The Shareholders of the Company had an option to vote either through the Postal Ballot form or through electronic voting ('remote e-voting') facility, to cast their votes on the designated website of <https://www.evoting.nsdl.com> via National Securities Depository Limited (hereinafter referred to as the "NSDL").
3. I had monitored the process of remote e-voting through Scrutinizer's secured link provided by NSDL on the designated website.
4. The remote e-voting period commenced on Monday, the 05th November, 2018(9:00 AM) and closed on 04th December, 2018 (05:00 PM).
5. The remote e-voting results were unblocked by me on December 08, 2018.

Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of National Securities Depository Limited.

6. No Postal Ballot form received up to 04th December, 2018 at 5:00 p.m. (IST) the last date and time fixed by the Company for receipt of the form was considered for my scrutiny.

7. I submit the result as under:

Particulars	No. of Valid Votes		Total	Percentage
	E-voting	Postal Ballot		
For	3	0	3	95
Against	2	0	2	5
Total	5	0	5	100

A. Details of vote cast by shareholder (including public shareholders) by way of poll at Meeting, e-voting and postal ballot, separately are given below:

i) Voting through e-voting:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	5	60
b) Less: Invalid votes	0	0
c) Net valid votes cast	5	60
d) Votes with assent	3	57
e) Votes with dissent	2	3

ii) Voting through Postal Ballot:

Particulars	No. of Voters	No. of Equity Shares
a) Total votes received	0	0
b) Less: Invalid votes	0	0
c) Net valid votes cast	0	0
d) Votes with assent	0	0
e) Votes with dissent	0	0

B. Voting through e-voting, Postal Ballot and Poll Papers by public shareholders (excluding promoters and promoters group) :

Particulars	No. of Valid Votes		Total	Percentage
	E-voting	Postal Ballot		
For	3	0	3	95
Against	2	0	2	5
Total	5	0	5	100

i) Voting through e-voting:


	Particulars	No. of Voters	No. of Equity Shares
f)	Total votes received	5	60
g)	Less: Invalid votes	0	0
h)	Net valid votes cast	5	60
i)	Votes with assent	3	57
j)	Votes with dissent	2	3

ii) Voting through Postal Ballot:

	Particulars	No. of Voters	No. of Equity Shares
f)	Total votes received	0	0
g)	Less: Invalid votes	0	0
h)	Net valid votes cast	0	0
i)	Votes with assent	0	0
j)	Votes with dissent	0	0

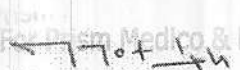
8. The electronic data relating to the e-voting is under my safe custody and will be handed over to the Chairperson of the meeting.

Thanking You,
Yours Faithfully
For P Chadha & Associates
Company Secretaries


Prince Chadha
ACS, Prop.
M No. A32850
CPNo.:12409

Place : Chandigarh
Dated: 08.12.2018

Countersigned by:
For PRISM MEDICO AND PHARMACY LIMITED


Jasjot Singh
(Chairman of the Meeting) Director