



J ANANTHA LAXMI
B.COM LLM
ADVOCATE
MOBILE NO:8008012987
E MAIL:laxmi.nagendra27@gmail.com

27 November 2020

To,
Ms. Varalakshmi Tadepalli,
The Chairperson, Appointed by the Hon'ble NCLT,
Hyderabad Bench,

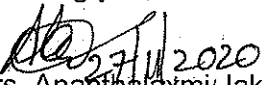
Subject: Consolidated Scrutinizer's Report of the results of Postal Ballot Through Remote E-Voting conducted *In the matter of Prism Johnson Limited & 6 Others* (Company Application No. 91/230/HDB/2020) before the National Company Law Tribunal, Hyderabad Bench.

Dear Ma'am,

This is to bring to your attention that, pursuant to the directions of the Hon'ble National Company Law Tribunal passed vide order dated 14 October 2020, in the subject Application, I had visited KFin Technologies Private Limited (KFin) today i.e., 27 November 2020 to unlock the event of remote voting of shareholders, secured creditors and unsecured creditors of Prism Johnson Limited, and obtained the reports from KFin.

On the basis of the reports provided by KFin, I have prepared my report (Scrutinizer Report) and hereby enclosed the same as an Annexure. Please find herewith enclosed the Scrutinizer Report.

Thanking you,


Mrs. Anantha Laxmi Jakkula
Scrutinizer.



J ANANTHA LAXMI
B.COM LLM
ADVOCATE
MOBILE NO:8008012987
E MAIL:laxmi.nagendra27@gmail.com

SCRUTINIZER REPORT

27 November 2020

To,
Mrs. Varalakshmi Tadepalli,
The Chairperson, Appointed by the Hon'ble NCLT,
Hyderabad Bench,
For the Tribunal Convened meeting through Postal Ballot with e-voting
for the Shareholders, Secured Creditors and Unsecured Creditors
of Prism Johnson Limited, on 27 November 2020

Subject: Consolidated Scrutinizer's Report ("**Scrutinizer Report**") of the results of Postal Ballot Through Remote E-Voting conducted *In the matter of Prism Johnson Limited & 6 Others* (Company Application No. 91/230/HDB/2020) before the National Company Law Tribunal, Hyderabad Bench

This is to bring to your attention that I, Ananthalaxmi Jakkula, Occupation: Advocate and having office at D.No. 2-2-18/49, Flat No. 402, Hardhik Platina Apartments, DD Colony, Hyderabad - 500013, Telangana, has been appointed as the Scrutinizer by the Hon'ble National Company Law Tribunal ("**NCLT**" / "**Tribunal**"), Hyderabad Bench in the captioned company application, vide the order dated 14 October 2020 ("**Order**"). This appointment is with respect to scrutiny of the meetings to be conducted for the shareholders, secured and unsecured creditors (with debt of more than INR 5 Lakhs) of Prism Johnson Limited ("**Company**" / "**PJL**") through postal ballot with remote e-voting ending on 27 November 2020, under Sections 230-232 of the Companies Act, 2013 ("**Companies Act**"). The meetings have been directed to be conducted through postal ballot for securing the approval of the Composite Scheme of Arrangement and Amalgamation ("**Scheme**") amongst Applicant Companies.

As the Scrutinizer, I am required to monitor and scrutinize the voting process being undertaken through postal ballot with e-voting, conducted from 9 AM of 28 October 2020 till 5 PM of 27 November 2020 of Company and submit the scrutinizer report on the results of such voting process. Accordingly, vide discussions held on various dates with the Counsel of the Company, the Scheme was explained to me, as to be approved by the various shareholders and creditors. Further, I have obtained all requisite assistance from persons well-versed with

FLAT. NO.402, HARDHIK PLATINA APARTMENT
BESIDE ANDHRA MAHILA SABHA LAW COLLEGE
D.D. COLONY, HYDERABAD-500013



J ANANTHA LAXMI
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the electronic voting system, who are not related to Company. Therefore, I am acquainted with the facts concerning the matter, and competent to submit this Scrutinizer Report.

In light of the above, please find below a summary of relevant facts in the matter, for your reference:

BRIEF FACTS:

1. In terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 and 110 of the Companies Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**") and as per directions issued by Hon'ble NCLT vide its order 14 October 2020, Company had engaged KFin Technologies Private Limited ("**KFin**"), Registrar & Transfer Agent, for despatch of notices to the shareholders who have registered their email IDs with PJJ / KFin, and also to the secured and unsecured creditors of Company whose debt value is more than INR 5 Lakhs; and also for providing the Remote E-voting facility to the said stakeholders to submit and record their consents to the Scheme
2. Thereafter, Company had proceeded to despatch the requisite notices to the shareholders, secured and unsecured creditors, in the prescribed form, through KFin, vide emails on 27 October 2020, along with a copy of the Scheme and the Explanatory Statement as required under Sections 102 and 110 read with Sec 230 to 232, Sec 52 and other applicable provisions of the Companies Act and disclosures & information as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**").
3. I am given to understand by the Company that, as on 23 October 2020 being the cut-off date, there are 49,315 shareholders (66.77% out of the total number of 73,851 shareholders) who have registered their email IDs with the PJJ/Kfin. As reported by PJJ, all notices have been dispatched via email to the said shareholders, as per the email IDs registered. In relation to the remaining 24,536 shareholders (amounting to 33.23% of PJJ) who have not registered their email IDs and mobile numbers with PJJ/KFin, PJJ has provided an additional option for temporary registration with KFin at <https://ris.kfintech.com/clientservices/postalballot/> by clicking on the link for receipt of notices and also to vote.



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4. With respect to the secured and unsecured creditors of PJJ, as on 30 June 2020, there are 10 (ten) number of secured creditors and 2400 (Two Thousand Four Hundred) number of unsecured creditors, having value of credit above INR 5 Lakhs each.
5. As reported by the Company, all notices to the secured and unsecured creditors have also been dispatched via email by the Company through KFin, vide email on 27 October 2020, along with a copy of the Scheme and the Explanatory Statement as required under Section 102 and 110 read with Sec 230 to 232, Sec 52 and other applicable provisions of the Companies Act and disclosures & information as required under Rule 6 of the CAA Rules.
6. The Company, through KFin, had provided for voting through e-voting facility to the shareholders, secured and unsecured creditors in respect of the business to be transacted at the Tribunal convened postal ballot process of PJJ.

POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS:

7. As a Scrutinizer, I had visited the office of KFin located at Tower – B, Plot No.31 & 32, Selenium Building Financial District, Nanakramguda, Gachibowli, Telangana – 500032 on 30 October 2020 to understand the process of e-voting. Vide discussions held on the said date at the office of KFin, I was given a demo of the operation of the site/ portal, for the purpose of e-voting by the concerned stakeholders. I was also made to understand that owing to the multiple safeguards in place, for e.g., IP blocks barring any voter from accessing the system more than once/ voting more than once, data encryption, and alerts being sent to KFin in Real Time basis etc., there shall be no case of tampering with the process of e-voting.
8. Further, I was provided a registered account on the website of KFin, to obtain daily information of the ongoing voting process. The information pertaining to the daily voting, by means of a Dashboard recording the access of the platform and voting in Real Time, the documents relied upon by the voters, relevant Board Resolutions and Authorization Letters as applicable, was exhibited to me.
9. The E-voting commenced on Wednesday, 28 October 2020 at 9.00 A.M and ended on Friday, 27 November 2020 at 5.00 P.M. after which the voting was automatically disbanded on the website of KFin and no further votes were recorded by the system.



10. On 27 November 2020, I had visited the office of KFin along with two witnesses who are not in employment of PJL, to unblock the e-voting process system and to generate the report on the polled votes, as specified under Rule 20 of the Management Rules. Accordingly, as per the software provided by KFin, access to the recorded votes was locked at 5.17 P.M on 27 November 2020, and accessible only to me, as the Scrutinizer.
11. I unblocked the remote e-voting results on KFin platform on 27 November 2020 at 5.17 PM in the presence of Mrs. K. Kalyani and Mr. Mohammed Javed who are not in the employment of the Company. The e-voting process system for secured creditors was unblocked at 5.17 PM, unsecured creditors at 5:23 PM and shareholders at 5:26 PM and reports were generated on the polled votes of shareholders, secured and unsecured creditors of the Company by the system. The reports generated in the system of KFin have been shared by KFin with me, via email immediately.
12. I have relied on the information provided by KFin, the Registrar and Share transfer Agent of the Company with regard to details provide through the system generated reports. Subsequently, I had examined the said reports and bifurcated the votes polled "FOR" or "AGAINST" or "ABSTAIN" etc.

RESULTS OF THE POSTAL BALLOT THROUGH E-VOTING:

13. Details of votes casted by way of Remote E-voting with respect to the Resolutions proposed for the purpose of e-voting ("**Resolutions**"), are summarized below. The Resolutions as voted upon are reproduced below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 52 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and subject to the approval of the Hyderabad Bench of the Hon'ble National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hyderabad Bench of the Hon'ble National Company



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B.COM LLM
ADVOCATE
MOBILE NO:8008012987
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Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement and Amalgamation of Demerger of retail/trading business undertakings of TBK Rangoli Tile Bath Kitchen Private Limited ('Demerged Company 1'), TBK Venkataramiah Tile Bath Kitchen Private Limited ('Demerged Company 2') and TBK Samiyaz Tile Bath Kitchen Private Limited ('Demerged Company 3'), into its holding company H. & R. Johnson (India) TBK Limited ('Resulting Company 1' or 'Demerged Company 4') and subsequent demerger of retail/trading business undertaking of Demerged Company 4 into the Company ('Resulting Company 2' or 'Amalgamated Company') and reduction of share capital of Silica Ceramica Private Limited ('Amalgamating Company 2') and subsequent amalgamation of Milano Bathroom Fittings Private Limited ('Amalgamating Company 1') and Amalgamating Company 2 into the Amalgamated Company and their respective Shareholders and Creditors ('Scheme'), be and is hereby approved."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Hyderabad Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

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14. REPORT ON THE RESULTS OF POSTAL BALLOT THROUGH E-VOTING OF SHAREHOLDERS/MEMBERS OF THE COMPANY ON THE RESOLUTIONS:

Net votes cast by the shareholders:

Particulars	No of Ballots Received	No. of Equity Shares
Votes Casted	161	413542340
"Less Votes Cast" Cases	0	75
"Abstained" Cases	4	30474
Net Votes Casted	157	413511791

Votes cast by shareholders in favour of the Resolutions:

No of Ballots Received from the Members	Number of votes	Percentage
125	413509643	99.99%

Votes casted by shareholders against the Resolutions:

No of Ballots Received from the Members	Number of votes	Percentage
32	2148	0.0005%

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Table showing bifurcation of promoters, public institutions and others, with respect to the shareholders of PJJ, is as under:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	376881 169	359071 169	95.2744	359071 169	0	100.00 00	0.000 0
	Poll		0	0.0000	00	0	0.0000	0.000 0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.000 0
Public-Institutions	E-Voting	537643 12	525564 60	97.7534	525564 60	0	100.00 00	0.000 0
	Poll		0	0.0000	00	0	0.0000	0.000 0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.000 0
Public-Non Institutions	E-Voting	727110 99	188416 2	2.5913	188201 4	2148	99.885 9	0.114 0
	Poll		0	0.0000	00	0	0.0000	0.000 0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.000 0
	Total	503356 580	413511 791	82.1509	413509 643	2148	99.999 5	0.000 5



J ANANTHA LAXMI
B.COM LLM
ADVOCATE
MOBILE NO:8008012987
E MAIL:faxmi.nagendra27@gmail.com

15. REPORT ON THE RESULTS OF POSTAL BALLOT THROUGH EVOTING OF SECURED CREDITORS OF THE COMPANY ON THE RESOLUTIONS:

Net votes casted by secured creditors:

Particulars	No of Ballots Received	No. of votes cast by them as per value of debt
Votes Casted	6	2808900000
"Less Votes Cast" Cases	0	0
"Abstained" Cases	0	0
Net Votes Casted	6	2808900000

Votes cast by secured creditors in favour of the Resolutions:

No of Ballots received from the secured creditors	Number of votes	Percentage
6	2808900000	100%

Votes cast by secured creditors against the Resolutions:

No of Ballots received from the secured creditors	Number of votes	Percentage
NIL	0	0%

16. REPORT ON THE RESULTS OF POSTAL BALLOT THROUGH E-VOTING OF UNSECURED CREDITORS OF THE COMPANY ON THE RESOLUTIONS:

Net votes casted by unsecured creditors:

Particulars	No of Ballots Received	No. of votes cast by them as per value of debt
Votes Casted	438	10107722504
"Less Votes Cast" Cases	2	1000632189



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"Abstained" Cases	8	50752030
Net Votes Casted	430	9056338285

Votes cast by unsecured creditors in favour of the Resolutions:

No of Ballots received from the unsecured creditors	Number of votes	Percentage
427	9053104332	99.96%%

Votes cast by unsecured creditors against the Resolutions:

No of Ballots received from the unsecured creditors	Number of votes	Percentage
3	3233953	0.0035%

My responsibility as a scrutinizer is to ensure that the voting process, in all modes, is conducted in a fair and transparent manner and to render the scrutinizer's report, based on the reports generated from the electronic voting platform provided by KFin.

Accordingly, I hereby submit this Scrutinizer Report reporting the results of the postal ballot through remote e voting conducted for the approval of the Scheme. As per the said results, the Resolutions with respect to the same have been approved by the majority by the shareholders, secured and unsecured creditors of the Company without any modifications thereof.

A Pen Drive containing the list of shareholders, secured and unsecured creditors who voted 'FOR' and 'AGAINST' and "ABSTAIN" and other relevant electronic records for the Resolutions is enclosed.

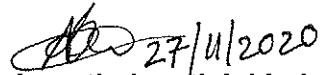
The electronic data files pertaining to remote e-voting are under the safe custody of the Scrutinizer until the Chairperson declare the results of voting and thereafter will be handed over to the Company or its counsel for safekeeping.


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I request you to countersign this Scrutinizer Report and share with us the same to enable the Company to place it on its website and also to submit the same with stock exchanges immediately, to comply with relevant provisions of Companies Act and SEBI Regulations.


27/11/2020
Ananthaxmi Jakkula,
Advocate,
Scrutinizer as appointed by the Hon'ble
NCLT, Hyderabad Bench


Countersigned by Mrs. Varalakshmi Tadepalli
Chairperson,
Appointed by Hon'ble NCLT
Hyderabad Bench