

PRISM JOHNSON LIMITED

CIN : L26942TG1992PLC014033

Registered Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016

Phone : +91-40-23400218; Fax : +91-40-23402249

e-mail : investor@prismjohnson.in; website : www.prismjohnson.in

Corporate Office : Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs General Circulars No. 14, 17, 22, 33 & 39 of 2020, 10 & 20 of 2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 respectively ('MCA Circulars') and subject to other applicable laws and regulations, that the resolution appended below for the appointment of Mr. Akshay Rajan Raheja (DIN: 00288397) as a Director in the category of Non-executive Non-independent on the Board of Prism Johnson Limited (the 'Company') is proposed for approval of the shareholders of the Company through Postal Ballot only by remote e-voting process ('e-voting').

A statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder pertaining to the said ordinary resolution, setting out material facts and the reasons thereof is appended hereto for your consideration.

The Board of Directors of the Company, has appointed Ms. Savita Jyoti, M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad, as the Scrutiniser for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice ('Notice') to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 P.M. IST on Friday, April 8, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Notice.

A copy of this Notice and the accompanying documents are also placed on the website of the Company viz. www.prismjohnson.in and will also be available on the website of BSE Limited

(‘BSE’) and National Stock Exchange of India Limited (‘NSE’) at www.bseindia.com and www.nseindia.com respectively and also on the website of KFin Technologies Private Limited (‘KFin’/‘RTA’) at <https://evoting.kfintech.com/>.

The Scrutiniser will submit her report to the Chairperson, after completion of scrutiny of the votes. The results of voting by means of Postal Ballot through remote e-voting will be declared on or before Tuesday, April 12, 2022 and displayed along with the Scrutiniser’s Report at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website: www.prismjohnson.in and on the website of KFin: <https://evoting.kfintech.com/>.

Special Business :**Appointment of Mr. Akshay Rajan Raheja (DIN: 00288397) as Non-executive Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, Mr. Akshay Rajan Raheja (DIN: 00288397) who was appointed as Additional Director of the Company with effect from March 5, 2022 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Non-executive Director, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolutions in its absolute discretion, deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

By Order of the Board
For **Prism Johnson Limited**

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : March 3, 2022

Notes :

1. The explanatory statement pursuant to Sections 102 and 110 of the Act read with rules thereto stating all material facts and the reasons for the proposal set out in the resolution is annexed herewith.
2. The Notice is being sent only by email to all the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on March 4, 2022 (the 'Cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ('KFin'/'RTA').
3. Shareholders may please note that the Notice will also be available on the Company's website at <https://www.prismjohnson.in>, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>. The Company will not be despatching physical copies of Notice to any Member.
4. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFin by following due procedure.
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of voting in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date. Resolution passed by the Members by way of Postal Ballot through Remote E-voting is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
6. Members cannot exercise votes by proxy on Postal Ballot. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
7. The details regarding E-voting Event Number, User ID and Password along with other instructions are set out below.
8. The voting period for Remote E-voting commences on Thursday, March 10, 2022 at 9:00 A.M. IST and ends on Friday, April 8, 2022 at 5.00 P.M. IST. During this period, the shareholders holding equity shares either in physical form or in dematerialised form, as on Friday, March 4, 2022, being the cut-off date, may cast their vote (for or against) electronically.
9. The results declared along with the Report of the Scrutiniser shall be placed on the website of the Company viz. www.prismjohnson.in and on the website of KFin viz. <https://evoting.kfintech.com> and shall be communicated to BSE and NSE, where the securities of the Company are listed and shall be displayed at the Registered Office as well as at the Corporate Office of the Company.

10. The Scrutiniser's decision on the validity of the Postal Ballot shall be final.
11. **Procedure for Inspection of Documents** : All the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode upon the request being sent on investor@prismjohnson.in
12. **Procedure for registering the email address and obtaining the Notice and Remote E-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form) :**
 - i. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below :
 - a. Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
 - b. Members holding shares in physical form may register their email address and mobile number with KFin by sending email to einward.ris@kfintech.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for receiving the Notice and the e-voting instructions or register their e-mail address with KFin by clicking on <https://ris.kfintech.com/clientservices/postalballot/>.
 - ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Notice, may temporarily get themselves registered with KFin, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/>. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward.
 - iii. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company/RTA to consolidate their holdings in one folio.
 - iv. Members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin, in case the shares are held in physical form.

13. General information and instructions relating to e-voting :**A. Voting through electronic means**

- a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended, SS-2 and Regulation 44 of the SEBI LODR, the Members are provided with the facility to cast their vote electronically on the resolution set forth in this Notice from a place other than the venue of the Meeting ('remote e-voting') through the e-voting platform provided by KFin. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- b) The Members, whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date are entitled to vote on the Resolution set forth in this Notice.
- c) The details of the process and manner for remote e-voting are given below :
 - i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. Prism Johnson Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc., to the Scrutiniser through email at sja.pjltd@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'PRISM_EVENT No.'
- xi. Members can cast their vote online from Thursday, March 10, 2022 at 9.00 A.M. IST till Friday, April 8, 2022 at 5.00 P.M. IST. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free number 1800-309-4001.

B. Procedure to login through websites of Depositories

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

a. National Securities Depository Limited ('NSDL')

1. User already registered for IDeAS facility

- i. URL: <https://eservices.nsd.com>
- ii. Click on the "Beneficial Owner" icon under 'IDeAS' section.
- iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting"
- iv. Click on company name or e-voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-voting period.

2. User not registered for IDeAS e-Services

- i. To register click on link : <https://eservices.nsd.com>
- ii. Select "Register Online for IDeAS"

iii. Proceed with completing the required fields.

3. *User not registered for IDeAS e-Services*

- i. To register click on link :
<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- ii. Proceed with completing the required fields.

4. *By visiting the e-Voting website of NSDL*

- i. URL: <https://www.evoting.nsdl.com>
- ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.

Click on company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

b. Central Depository Services (India) Limited (‘CDSL’)

1. *Existing user who have opted for Easi/Easiest*

- i. URL: <https://web.cdslindia.com/myeasi/home/login> or URL: www.cdslindia.com.
- ii. Click on New System Myeasi.
- iii. Login with user id and password.
- iv. Option will be made available to reach e-Voting page without any further authentication.
- v. Click on e-voting service provider name to cast your vote.

2. *User not registered for Easi/Easiest*

- i. Option to register is available at
<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii. Proceed with completing the required fields.

3. *By visiting the e-Voting website of CDSL*

- i. URL: www.cdslindia.com.
- ii. Provide demat Account Number and PAN No.

- iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- iv. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be re-directed to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.

Important note

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

14. General Instructions :

- i. The Company has appointed Ms. Savita Jyoti, M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad as the Scrutiniser to scrutinise the entire e-voting process, in a fair and transparent manner.
- ii. Subject to the receipt of requisite number of votes, the resolutions shall be deemed as passed on the date of the Meeting.
- iii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.prismjohnson.in and on KFin's website www.evoting.kfintech.com and shall also be communicated to BSE and NSE.

By Order of the Board
For PRISM JOHNSON LIMITED

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : March 3, 2022

EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following Explanatory Statement sets out the material facts relating to the Ordinary resolution mentioned in the accompanying Notice.

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, on March 3, 2022 has appointed Mr. Akshay Rajan Raheja (DIN : 00288397) as Additional and Non-executive Director of the Company with effect from March 5, 2022, liable to retire by rotation.

Mr. Akshay Raheja, aged 39 years, has a broad range of commercial/business experience in areas including real estate, cable television and broadband services, hospitality, retailing and general insurance.

He is a Commerce Graduate from University of Mumbai and MBA from Columbia Business School, N.Y., USA.

Mr. Akshay Raheja is a Director on the Board of EIH Associated Hotels Limited, Hathway Cable & Datacom Limited and Raheja QBE General Insurance Company Limited. He is a member of the Audit Committee of EIH Associated Hotels Limited.

He is associated with social institutions such as the Smt. Kamla Raheja Vidyavidyalaya Institute of Architecture and Environmental Studies and the Diabetic Association of India - S.L. Raheja Hospital.

Mr. Akshay Raheja was on the Board of the Company during October 2006 - July 2013. He also served as an Alternate Director to Mr. Satish Raheja during 2013-14.

The requisite details of Mr. Akshay Raheja are provided in Annexure - A to the Notice. He will be paid remuneration by way of fees for attending meetings of the Board or Committees thereof and profit related commission as approved by the NRC/Board within the overall limits approved by the shareholders.

In the opinion of the Board, he fulfills the requisite criteria with regards to qualifications and attributes for the appointment as a Director on the Board of the Company. Further, he possesses appropriate skills, experience, expertise and knowledge, which would benefit the business of the Company. The Directors therefore recommend adoption of the Ordinary Resolution.

Mr. Akshay Raheja is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Akshay Raheja is the son of Mr. Rajan Raheja. Except for Mr. Rajan Raheja, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

**By Order of the Board
For PRISM JOHNSON LIMITED**

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : March 3, 2022

Registered Office :
305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016
Phone : +91-40-23400218 Fax : +91-40-23402249
email : investor@prismjohnson.in
website: www.prismjohnson.in
CIN : L26942TG1992PLC014033

Annexure - A

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Directors seeking appointment

Name of Director	Mr. Akshay Raheja
Brief Resume	Refer the details given in the explanatory statement
Age in years	39 years
Qualifications	Commerce Graduate from University of Mumbai and MBA from Columbia Business School, N.Y., USA
Experience	Refer the details given in the explanatory statement
Expertise in specific functional areas	Refer the details given in the explanatory statement
Terms and conditions of appointment	Mr. Akshay Raheja is being appointed as a Non-Executive Director with effect from March 5, 2022, liable to retire by rotation. The other terms and conditions are detailed in the explanatory statement.
Details of remuneration and remuneration last drawn	Not Applicable

Date on which first appointed on the Board	March 5, 2022
Details of shareholding in the Company including shareholding as a beneficial owner	Mr. Akshay Raheja directly holds 55,76,784 (1.11%) Equity Shares of ₹ 10/- each in the Company. He is also one of the Significant Beneficial Owners ('SBO') of the Company acting together & collectively with other SBOs and no specific percentage of shareholding is assigned to any single SBO.
Relationship with other Directors/Key Managerial Personnel (if any)	Son of Mr. Rajan Raheja, Non-executive Non-independent Director. Mr. Akshay Raheja is not related to any other Directors/Key Managerial Personnel of the Company.
Number of Board meetings attended during the year	Not Applicable
Directorships in Other Indian Companies	18
Chairmanship/Membership of Committees in other Indian Companies*	1

* Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations.

