



**PRISM JOHNSON LIMITED**

Ref : ASK/UD/28<sup>th</sup> AGM Notice

July 23, 2020

The National Stock Exchange (India) Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.	BSE Limited, Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai – 400 023.
Code : PRSMJOHNSN	Code : 500338

Dear Sir,

Re : Notice of 28<sup>th</sup> Annual General Meeting of Prism Johnson Limited (‘the Company’)

Please refer to our letter dated July 17, 2020 intimating that the 28<sup>th</sup> Annual General Meeting of the Company will be held on Friday, 14<sup>th</sup> August, 2020 at 10.30 a.m. (IST) through Video Conference facility/Other Audio Visual Means (‘VC’), in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange of Board of India.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’), we wish to inform you that the 28<sup>th</sup> Annual General Meeting (‘AGM’) of the shareholders of the Company will be held on Friday, August 14, 2020, at 10.30 a.m. through VC to transact the business set out in the Notice of AGM.

Pursuant to Regulation 30(2) of the SEBI LODR read with Schedule III and circulars thereto, the details are as under :

Agenda and Resolutions to be passed at the 28<sup>th</sup> AGM and manner of approval proposed :

<b>Sr. No.</b>	<b>Details of Agenda and Resolution proposed at the AGM</b>	<b>Manner of approval</b>
1	To consider and adopt :  a. The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and  b. The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2020, together with the Report of the Statutory Auditors thereon.	a. Ordinary Resolution  b. Ordinary Resolution



Corporate Office: “Rahejas”, Main Avenue, V.P. Road, Santacruz (W), Mumbai – 400 054, India. T: +91-22-66754142/43/44/45  
Registered Office: Prism Johnson Limited, 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016, India.  
w: www.prismjohnson.in, E: info@prismjohnson.in

CIN: L26927TG1992BI014033

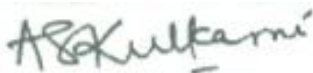
2	To appoint a Director in place of Mr. Rajan B. Raheja (DIN : 00037480), who retires by rotation and being eligible, offers himself for re-appointment as Director.	Ordinary Resolution
3	To appoint a Director in place of Mr. Vijay Aggarwal (DIN : 00515412), who retires by rotation and being eligible, offers himself for re-appointment as Director.	Ordinary Resolution
4	To ratify remuneration of the Cost Auditors of the Company.	Ordinary Resolution
5	Private Placement of Non-convertible Debentures and/or other Debt Securities.	Special Resolution
6	Divestment of stake in Raheja QBE General Insurance Company Limited.	Special Resolution

The Notice of 28<sup>th</sup> AGM is enclosed herewith.

Thanking you,

Yours faithfully,

for **PRISM JOHNSON LIMITED**



**ANEETA S. KULKARNI**  
**COMPANY SECRETARY**

Encl : As Above



## NOTICE

**NOTICE IS HEREBY GIVEN** that the Twenty-eighth Annual General Meeting ('AGM') of the Company will be held on Friday, August 14, 2020 at 10.30 a.m. through Video Conference/Other Audio Visual Means ('VC'), to transact the following business. The deemed venue of the AGM shall be the Registered Office at 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016.

### Ordinary Business :

1. To consider and adopt :
  - a. the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2020, together with the Reports of the Board of Directors and the Statutory Auditors thereon and
  - b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2020, together with the Report of the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Rajan B. Raheja (DIN : 00037480), who retires by rotation and being eligible, offers himself for re-appointment as Director.
3. To appoint a Director in place of Mr. Vijay Aggarwal (DIN : 00515412), who retires by rotation and being eligible, offers himself for re-appointment as Director.

### Special Business :

#### 4. To ratify remuneration of the Cost Auditors 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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. D. C. Dave & Co., Cost Accountants, (Firm Registration No. 000611) appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid a remuneration of ₹ 9,00,000/-, plus applicable taxes and reimbursement of out-of-pocket expenses."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 5. Private Placement of Non-convertible Debentures and/or other Debt Securities

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

"RESOLVED THAT in supersession of the Special Resolution passed at the 27th Annual General Meeting of the Company held on July 31, 2019 and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the

Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended and subject to other applicable Rules, Regulations, Guidelines, Notifications and Circulars as may be applicable, the Articles of Association of the Company and subject to receipt of necessary approvals as may be required and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals which may be agreed to by the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Company, be and is hereby accorded to the Board for making offer(s) or invitation(s) to subscribe to secured/unsecured Non-convertible Debentures including but not limited to Bonds, and/or other Debt Securities, on Private Placement basis, in one or more tranches, to such person(s)/Financial Institution(s)/Bank(s)/Mutual Fund(s)/Body Corporate(s)/Company(ies)/any other entities on such terms and conditions as the Board may deem fit during a period of one year from the date of passing of this resolution upto an aggregate amount of ₹ 1250,00,00,000/- (Rupees Twelve Hundred Fifty Crores only) within the overall borrowing limits of the Company, as approved by the members, from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle or vary/modify the terms and conditions on which all such monies are to be borrowed from time to time, as to interest, premium, repayment, prepayment, security or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the 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."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or any regulatory bodies and to delegate all or any of the powers conferred herein to any Officer(s)/Authorised Representative(s) of the Company and/or in such manner as it may deem fit."

## 6. Divestment of stake in Raheja QBE General Insurance Company Limited

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, other applicable laws and subject to receipt of necessary approvals from relevant regulatory/governmental authorities and the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company, (‘the Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to sell/transfer, in one or more tranches, the entire investment of the Company aggregating to 51% of the paid-up equity capital of Raheja QBE General Insurance Company Limited, the general insurance subsidiary of the Company to QORQL Private Limited for an aggregate consideration of ₹ 289.68 Crores, subject to certain adjustments which may be carried out between the date of execution of definitive agreement and closure of the sale, and other customary terms for a sale of such nature and on such other terms and conditions as the Board may deem fit and appropriate in the interests of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government/Quasi Government authorities, lenders, financial institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

### NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’), in respect of the Special Business mentioned under Item Nos. 4 to 6 above, is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 4 to 6 given above as Special Business in the forthcoming 28<sup>th</sup> Annual General Meeting (‘AGM’), as they are unavoidable in nature.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as ‘MCA Circulars’) permitted the holding of the AGM through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) and MCA Circulars, the AGM of the Company is being held through VC. KFin Technologies Private Limited (‘KFin’), the Registrar and Transfer Agents of the Company (‘RTA’), will be providing facility for voting through remote e-voting, for participation in the AGM through VC facility and e-voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No. 19 below and is also available on the website of the Company at [www.prismjohnson.in](http://www.prismjohnson.in).
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence Proxy Form and Attendance Slip are not annexed to this Notice. However, the Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.
4. Corporate Members are requested to send to the Company a certified copy of the relevant Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to [sja.pjltd@gmail.com](mailto:sja.pjltd@gmail.com). with a copy marked to [mohsin.mohd@kfintech.com](mailto:mohsin.mohd@kfintech.com).
5. In accordance with the MCA Circulars and Circular dated May 12, 2020 issued by SEBI, owing to the difficulties involved in despatching of physical copies of the financial statements (including Report of Board of Directors, Auditors’ Report or other documents required to be attached therewith) such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.prismjohnson.in](http://www.prismjohnson.in), on the website of Stock Exchanges - [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at [www.kfintech.com](http://www.kfintech.com).
7. Details of the Directors seeking re-appointment under Item Nos. 2 & 3 of the Notice as stipulated under the SEBI LODR and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’) are included in the Notice.

8. Members are requested to send all communication relating to shares to the Company's Registrar & Transfer Agent - KFin Technologies Private Limited, Unit : Prism Johnson Limited, Selenium, Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
9. Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from KFin.
10. Pursuant to Section 101 and Section 136 of the Act read with Rules made thereunder, and MCA Circulars, copies of the Annual Report, Notice of the AGM and instructions for e-voting are being sent by electronic mode only to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. Members holding shares in physical form can send their email address for registration to [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) quoting the Folio Number and Name of the Company. The Notice of the AGM and the Annual Report will also be available on the Company's website [www.prismjohnson.in](http://www.prismjohnson.in) for Members to download. Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, etc., from the Company electronically.
11. Members are requested to note that, dividends if not encashed for a consecutive period of seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.  
  
The details of the unpaid/unclaimed amounts lying with the Company are available on the website of the Company [www.prismjohnson.in/investors/IEPF](http://www.prismjohnson.in/investors/IEPF) and on the website of IEPF Authority.  
  
Members whose dividend/shares are transferred to the IEPF Authority can claim their dividend/shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority. Members are requested to approach the Company/KFin for claiming unpaid dividends yet to be transferred to IEPF as early as possible.
12. SEBI has mandated the submission of the Permanent Account Number (PAN), proof of identity, address and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to KFin.
13. SEBI has amended the Regulation 40 of the SEBI LODR pursuant to which after March 31, 2019, transfer of securities cannot be processed unless the securities are held in the dematerialised form with a depository except in case of request received for transmission or transposition of securities.  
  
Members holding shares in physical form are requested to dematerialise their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.
14. Members are requested to note that KFin has launched a mobile application 'KPRISM' and website <https://kprism.kfintech.com> for online service to shareholders.  
  
Members can download the mobile application, register themselves (onetime) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of Address, change/update Bank Mandate. Through the Mobile app, members can download Annual Reports, standard forms and keep track of upcoming General Meetings and dividend disbursements.
15. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be available during the meeting for inspection through the VC facility of KFin, to the Members attending the AGM.
17. Members desiring any additional information with regard to Accounts/Annual Report or have any question or query are requested to write to the Company Secretary on the Company's investor email-id [investor@prismjohnson.in](mailto:investor@prismjohnson.in) on or before Tuesday, August 11, 2020, so as to enable the Management to keep the information ready. Please note that, Members questions will be answered only if they continue to hold the shares as of Friday, August 7, 2020, i.e. the 'cut-off' date for e-voting.
18. **Procedure for registering the email address and obtaining the Annual Report, AGM notice and 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](mailto: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 Annual report, Notice of the AGM and the e-voting instructions or register their e-mail address with KFin by clicking on [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/)

- ii. Further, those members who have not registered their email addresses and mobile nos. and in consequence could not be served the Annual Report and Notice of AGM, may temporarily get themselves registered with KFin, by clicking the link : [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for sending the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through email going forward.
  - iii. With a view to help us serve better, 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.
19. **Instructions for e-voting and joining the AGM are as follows :**
- 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 all resolutions 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 or to vote at the AGM. 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 Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means.
  - c) The facility for voting through electronic voting system will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.
  - d) Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
  - e) 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.karvy.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. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer

through email at [sja.pjltd@gmail.com](mailto: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 Sunday, August 9, 2020 (9.00 a.m.) till Thursday, August 13, 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- 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.karvy.com> or call KFin on 1800 345 4001 (toll free).

#### B. Voting at the AGM

- i. Only those Members, who will be present in the AGM through video conferencing facility and have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote through e-voting in the AGM.
- ii. Members attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. Upon declaration by the Chairman about the commencement of e-voting at AGM, members shall click on the thumb sign on the left hand bottom corner of the video screen for voting at the AGM.

#### C. Instructions for Members for Attending the AGM

- i. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility of participation at the AGM through VC will be made available for 1,000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- ii. Members will be able to attend the AGM through VC by using their remote e-voting login credentials. The link for AGM will be available in Members login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.

- iii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iv. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- v. While all efforts would be made to make the VC meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. **Speaker Registration before AGM :**
  - a) Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' during the period starting from August 9, 2020 (9.00 a.m.) upto August 11, 2020 (5.00 p.m.).
  - b) Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
  - c) The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that only questions of the Members holding the shares as on cut-off date will be considered.
- vii. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com>.
- viii. Members who need technical assistance before or during the AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline : 1800 345 4001.

#### D. 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](http://www.prismjohnson.in) and on KFin's website [www.evoting.karvy.com](http://www.evoting.karvy.com) and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.

By Order of the Board

Place : Mumbai  
Date : July 6, 2020

**Aneeta S. Kulkarni**  
Company Secretary

## EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following Explanatory Statement sets out the material facts relating to Item Nos. 4 - 6 mentioned in the accompanying Notice.

### Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. D. C. Dave & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 at a remuneration of ₹ 9,00,000/-, plus applicable taxes and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Directors recommend the passing of the Ordinary Resolution at Item No. 4.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

### Item No. 5

As per Section 42 of the Act, read with the Rules thereunder, a company offering or making an invitation to subscribe to Non-convertible Debentures ('NCDs') on a private placement basis, is required to obtain the prior approval of Members by way of a special resolution. Such an approval by way of special resolution may be obtained once a year for all the offers and invitations made for such NCDs during the year.

NCDs issued on private placement basis are a significant source of borrowings for the Company. The borrowings of the Company as on the date of Notice consists of secured/unsecured NCDs and Fund & Non-fund based Credit Facilities from Banks by way of Cash Credit/Overdraft/Short Term Loan/WCDL/LC/BG, etc. The Company has, as on date, borrowed ₹ 449 Crores by way of NCDs at competitive costs due to which the average cost of borrowing of the Company has reduced. The Company seeks to pass an enabling resolution to borrow funds in addition to the existing borrowing to meet its requirement of funds for repayment/reduction of high cost borrowings, working capital requirements and general corporate purposes.

The Members had, at the AGM held on July 31, 2019, approved a similar resolution which was valid for a year. Therefore, the approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 5, within the overall

borrowing limits of the Company, as approved by the Members from time to time.

The Directors recommend the passing of the Special Resolution at Item No. 5.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

### Item No. 6

The Company has a 51% stake in Raheja QBE General Insurance Company Limited ('RQBE'), the general insurance subsidiary of the Company and a Joint Venture with QBE Group of Australia. RQBE till recently had a liability led specialist insurance focus and has now forayed into retail business in motor and health insurance.

The performance of RQBE for the last three years is as under :

	₹ Crores		
Particulars	2019-20	2018-19	2017-18
Total Revenue	189.46	153.02	104.64
Profit/(Loss) before tax	(62.40)	(19.67)	1.19

Since the initial investment made by the Company in 2007, RQBE has not declared any dividend.

With an objective to enhance the value of its stakeholders, the Company is considering a proposal to divest its investment made into the non-core insurance business. It is felt prudent to divest the investment in RQBE, to enable the Company to consolidate its resources for its core businesses. Such divestment will be in the interest of the Company.

The Board has, at its meeting held on July 6, 2020, approved the divestment of its entire holding of 51% in the paid-up equity capital in RQBE by way of sale/transfer, in one or more tranches, to QORQL Private Limited for an aggregate consideration of ₹ 289.68 Crores, subject to certain adjustments which may be done between the date of execution of definitive agreement and closure of the sale and other customary terms for a sale of such nature, and to execute such agreements and other documents as may be required for the purpose of or in relation to, the divestment. The divestment is subject to requisite approvals.

Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal.

Further, Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides that selling of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders



by way of special resolution, unless the sale is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal.

RQBE's net worth exceeds 10% of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year. Pursuant to aforementioned Regulation 24(6), RQBE will be classified as a material subsidiary of the Company.

Accordingly, the divestment of its entire holding of 51% in the paid-up equity capital in RQBE, requires approval of the shareholders of the Company through a special resolution. Pursuant to consummation of the divestment, RQBE shall cease to be a subsidiary of the Company and will also result in the termination of the Company's joint-venture with Australia's QBE in the general insurance business in India.

The Board is of the opinion that the proposed divestment is in the overall interest of the Company and recommends the passing of the special resolution at Item No. 6. The proposed special resolution provides adequate flexibility and discretion to the Board to finalise the terms of the divestment in consultation with advisors, experts or other authorities as may be required.

None of the Directors and Key Managerial Personnel of the Company and/or 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

Place : Mumbai  
Date : July 6, 2020

**Aneeta S. Kulkarni**  
Company Secretary

*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

**Details of Directors seeking re-appointment as required under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 :**

**Mr. Rajan B. Raheja** (DIN : 00037480), aged 67 years, is an industrialist with a rich and varied experience. He is a Director on the Board of the Company since 1994. Mr. Raheja is an Honours Graduate from the Mumbai University. He is a member of the Nomination and Remuneration Committee of the Company.

**Directorships in other Listed Companies :**

- Exide Industries Limited
- Supreme Petrochem Limited

**Chairmanships/Memberships of Board Committees in other Listed Companies :**

- Supreme Petrochem Limited  
*Stakeholders Relationship Committee - Member*

Mr. Raheja may be deemed to be concerned or interested to the extent of 5,14,06,327 equity shares held by him in the Company. He does not have any inter se relation with any other Director or any employee of the Company. Mr. Raheja has attended 10 Board meetings during the year ended March 31, 2020.

**Mr. Vijay Aggarwal** (DIN : 00515412), 51 years, was appointed as Managing Director on the Board of Directors since March 3, 2010 and has earlier been a Director on the Board as an alternate to Mr. Satish B. Raheja. He was the Managing Director and CEO of the erstwhile H. & R. Johnson (India) Limited since 1998, before it was amalgamated with the Company.

Mr. Aggarwal graduated from IIT Delhi with a B. Tech in Electrical Engineering and completed PGDBM from IIM, Ahmedabad, where he was conferred the Gold Medal for being the first ranker and K. V. Srinivas Gold Medal for being the best all-rounder. He started his career with SBI Capital Markets Limited and has several years of experience in the manufacturing industry.

**Directorships in other Listed Companies :**

- Aptech Limited

**Chairmanships/Memberships of Board Committees in other Listed Companies :**

- Aptech Limited  
*Audit Committee - Chairman*

In the past Mr. Aggarwal has been a part of various associations in different capacities. He has served as the Chairman of Indian Council of Ceramic Tiles and Sanitaryware, as Vice Chairman of Ceramics and Allied Products (including Refractories) Panel at Capexil and as Member of the Managing Committee of Bombay Chamber of Commerce and Industry.

Mr. Aggarwal does not hold any securities of the Company. He does not have any interest in the capital of the Company or any of its subsidiaries directly or indirectly or through any other statutory structures and does not have any direct or indirect interest nor is he related to the directors or promoters of the Company or any of its subsidiaries.

Mr. Aggarwal has attended 10 Board meetings during the year ended March 31, 2020.