

NOTICE

NOTICE IS HEREBY GIVEN that the Twenty-ninth Annual General Meeting of the Company will be held on Friday, July 30, 2021 at 10.30 a.m. through Video Conference/Other Audio Visual Means, to transact the following business. The deemed venue of the Annual General Meeting 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, 2021, 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, 2021, together with the Report of the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Vivek K. Agnihotri (DIN : 02986266), who retires by rotation and being eligible, offers himself for re-appointment as Director.
3. To appoint a Director in place of Mr. Atul Desai (DIN : 01918187), who retires by rotation and being eligible, offers himself for re-appointment as Director.

Special Business :

4. **Re-appointment of Mr. Vivek K. Agnihotri (DIN : 02986266) as Executive Director & CEO (Cement)**

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

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vivek K. Agnihotri (DIN : 02986266) as Executive Director & CEO (Cement) of the Company, for the period, terms as

to remuneration and conditions as set out hereunder and in the Agreement to be entered into by the Company with him, submitted to this Meeting and initialed by the Chairman for the purpose of identification, with full liberty to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination & Remuneration Committee of the Board), to revise/alter/modify/amend/change the terms and conditions of the Agreement, from time to time, as may be agreed to by the Board and Mr. Agnihotri.

1. **Period :**

Three years with effect from August 17, 2021.

2. **Remuneration :**

- (i) Remuneration, by way of salary, perquisites, incentives and allowances, and commission, which together shall not, in any financial year, exceed ₹ 6 Crores (Rupees Six Crores only), as may be decided by the Board from time to time.
- (ii) In addition, Mr. Vivek Agnihotri shall be entitled to the following :
 - (a) Company’s contribution to provident fund, superannuation fund or annuity fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961;
 - (b) gratuity/ex-gratia at a rate not exceeding half a month’s salary for each completed year of service; and
 - (c) encashment of leave at the end of the tenure, payable as per the rules of the Company.”

“RESOLVED FURTHER THAT notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Companies Act, 2013 are exceeded in any financial year(s) during the currency of tenure of Mr. Vivek Agnihotri as Executive Director & CEO (Cement) of the Company, he shall be paid the above mentioned remuneration.”

“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.”

5. 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereto, 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, 2022, 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.”

6. 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 28th Annual General Meeting of the Company held on August 14, 2020 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.”

7. Commission to Non-executive Directors in case of no or inadequate profits

To consider and if thought fit, to pass with or without

modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with Part II of Schedule V to the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 (‘the Rules’), as amended, provisions of Regulation 17(6) and all other applicable Regulations of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, (including any statutory modifications or amendments or re-enactment thereof for the time being in force), and Articles of Association of the Company, the consent of shareholders, be and is hereby accorded to the payment of remuneration by way of commission, in addition to sitting fees and reimbursement of expenses incurred for attending meetings of the Board of Directors of the Company and its Committees thereof, to Non-executive Director(s) (‘NEDs’) including Independent Director(s) of the Company (other than any Non-executive Director as may not desire to participate) when the Company has no profits or its profits are inadequate in any financial year(s) up to an amount not exceeding the limits set out in Section II (A) of Part II of Schedule V to the Act from time to time, but subject to such ceiling, if any, per annum, as the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination & Remuneration Committee of the Board) may from time to time fix in that behalf and in the manner as the Board may decide from time to time”

“RESOLVED FURTHER THAT if currency of the tenure of any such director in any financial year is for a period less than one year, the payment of commission shall be pro-rated.”

“RESOLVED FURTHER THAT the consent granted herein for payment of commission to NEDs as aforesaid shall be valid for a period of three financial years or such other period as may be statutorily permitted from time to time, commencing from April 1, 2021.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further 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.”

NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), in respect of the Special Business mentioned under Item Nos. 4 - 7 above, is annexed hereto. The Board of Directors have considered and decided to include the Item Nos. 4 - 7 given above as Special Business in the forthcoming 29th Annual General Meeting (‘AGM’), as they are unavoidable in nature.
2. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) and applicable Circulars, the AGM of the Company is being held through Video Conference (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. KFin Technologies Private Limited (‘KFin’), the Registrar & Transfer Agent of the Company (‘RTA’), will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and for e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 16 below and is also available on the website of the Company at www.prisjohnson.in.
3. Since this AGM is being held pursuant to the applicable Circulars through VC/OAVM, physical attendance of Members has been dispensed with and the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence Proxy Form and Attendance Slip including the Route Map are not annexed to this Notice.
4. **Corporate Members** are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through remote e-voting or through e-voting during AGM. 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.pjlt@gmail.com. with a copy marked to mohsin.mohd@kfintech.com.
5. **Despatch of Annual Report through Electronic Mode**
In accordance with the applicable Circulars and other relevant provision of the Act and Circular dated May 12, 2020 read with Circular dated January 15, 2021 issued by SEBI, Notice of the AGM along with the Annual Report 2020-21 is being sent in electronic mode to Members whose email address is registered with the Company or the Depository

Participant(s) ("DPs"). The Notice of AGM and the Annual Report 2020-21, will also be available on the website of the Company at www.prismjohnson.in, on the website of Stock Exchanges - www.bseindia.com & www.nseindia.com and on the website of KFin at <https://evoting.kfintech.com>.

6. **Details of the Directors seeking re-appointment** under Item Nos. 2 - 4 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.
7. **Communication :** 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 DPs.
8. **Nomination facility** for shares is available for Members. The prescribed format, in this regard, can be obtained from KFin.
9. **Transfer to IEPF :**
 - (i) 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').
 - (ii) 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.
 - (iii) The details of the unpaid/unclaimed amounts lying with the Company are available on the website of the Company www.prismjohnson.in/investors/iepf and on the website of IEPF Authority.
 - (iv) 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.
10. **Permanent Account Number :** 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 DPs. Members holding shares in physical form shall submit the documents to KFin.

11. **Transfer of securities :** SEBI has amended the Regulation 40 of the SEBI LODR pursuant to which with effect from April 1, 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 it will not be possible to transfer shares held in physical mode.
12. **KPRISM :** 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.
13. **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, basis the request being sent on investor@prismjohnson.in.
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/OAVM facility of KFin to the Members attending the AGM.
14. **Additional information :** 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 on or before Tuesday, July 27, 2021, 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, July 23, 2021, i.e. the 'cut-off' date for e-voting.

15. **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 email ID registered by contacting their respective DP.
 - b. Members holding shares in physical form may register their email address and mobile number with KFin by :
 - (i) 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 Annual report, Notice of the AGM and the e-voting instructions.
 - (ii) register their email address with KFin by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- 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/clientservices/mobilereg/mobileemailreg.aspx> 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. 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.
- 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 email address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the DP in case of shares held in electronic form or by contacting KFin, in case the shares are held in physical form.

16. 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.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 Sunday, July 25, 2021 (9.00 a.m.) till Thursday, July 29, 2021 (5.00 p.m.). 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. 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 the AGM, members shall click on the thumb sign on the left hand bottom corner of the video screen for voting at the AGM.

C. 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.

National Securities Depository Limited ('NSDL')	Central Depository Services (India) Limited ('CDSL')
<p>1. User already registered for IDeAS facility</p> <ul style="list-style-type: none"> i. URL: https://eservices.nsdl.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. 	<p>1. Existing user who have opted for Easi/Easiest</p> <ul style="list-style-type: none"> 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.
<p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com ii. Select “Register Online for IDeAS” iii. Proceed with completing the required fields. 	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields.
<p>3. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Proceed with completing the required fields. 	<p>3. By visiting the e-voting website of CDSL</p> <ul style="list-style-type: none"> 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.
<p>4. By visiting the e-Voting website of NSDL</p> <ul style="list-style-type: none"> 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. v. 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. 	

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 redirected to NSDL/CDSL Depository site after successful authentication. 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.

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.

D. Instructions for Members for Attending the AGM

- i. The Members can join the AGM in the VC/OAVM 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/OAVM 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 Chairperson 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/OAVM 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/OAVM 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 July 25, 2021 (9.00 a.m.) upto July 27, 2021 (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 or Toll free number : 1800-309-4001.

E. 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 Limited and the National Stock Exchange of India Limited.

By Order of the Board

Place : Mumbai
Dated : May 19, 2021

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 - 7 mentioned in the accompanying Notice.

Item No. 2 & 4

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on May 19, 2021 has re-appointed Mr. Vivek K. Agnihotri (DIN : 02986266) as the Executive Director & CEO (Cement) of the Company for a period of three years with effect from August 17, 2021.

The information as per Part (B) of Section II of Part II of Schedule V to the Companies Act, 2013 and information pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given hereunder :

General Information :

1. Nature of Industry

Manufacture of Cement, Tiles, Bath Fittings and Ready Mixed Concrete.

2. Date or expected date of commencement of commercial production

The Company was incorporated on March 26, 1992 and commenced production in September 1997.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

4. Financial performance based on given indicators

	₹ Crores		
Particulars	2020-21	2019-20	2018-19
Total Revenue	5,071.38	5,605.58	5,985.17
Total Expenses	4,862.82	5,502.00	5,772.76
Exceptional Items	(4.78)	(10.32)	(11.26)
Profit Before Tax	203.78	93.26	201.15
Profit After Tax	199.95	25.26	126.59
Dividend Rate	-	10%	5%

Foreign investments or collaborators, if any

- There are no foreign collaborators.
- The Company is listed on BSE Limited and the National Stock Exchange of India Limited. The foreign holding in the Company as on March 31, 2021 is 3.62%.

Information about the Appointee :

1. Background details

Mr. Vivek K. Agnihotri, 61 years, was appointed as Executive Director & CEO (Cement) on the Board of Directors since August 17, 2015. Mr. Agnihotri has a good and varied experience in the cement industry of over 33 years.

Mr. Agnihotri was the Chief Corporate Services Officer at Ambuja Cement Limited, Mumbai in charge of corporate strategy, business risk management, M&A, CSR, land, environment, sustainability, alignment with group companies ACC/Lafarge/Holcim and special projects (coal, greenfield, etc.) prior to joining the Company.

He joined ACC in 1987 and held a series of assignments in sales, marketing and commercial services and as Business Head before holding position of Chief Corporate Services Officer since January 2015.

Prior to his joining ACC, Mr. Agnihotri has worked with DCM Limited. Mr. Agnihotri has done B.A. - Economics (Hons) and MBA - Marketing from University of Delhi.

2. Past Remuneration

The remuneration paid to Mr. Agnihotri for 2020-21 was ₹ 3.41 Crores.

3. Job profile and his suitability

Mr. Agnihotri, as the Executive Director & CEO (Cement) of the Company, functions with special focus on the Cement Division under the overall superintendence and guidance of the Board of Directors and the Managing Director of the Company. In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Agnihotri.

4. Remuneration proposed

To be decided by the Nomination & Remuneration Committee/Board from time to time within the overall limits as approved by the shareholders.

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the general industry practices, the specific Company profile, knowledge, skills, insights, vast business experience and responsibilities shouldered by Mr. Agnihotri, the remuneration decided by the Nomination & Remuneration Committee/Board is in line with industry standards and is fair and reasonable.

6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Except for the remuneration payable to him, Mr. Agnihotri has no direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.

Other Information :

Basis the last audited balance sheet i.e. as of March 31, 2021, the information with regards to the following is not applicable as the Company has adequate profits :

- i. Reasons of loss or inadequate profits;
- ii. Steps taken or proposed to be taken for improvement;
- iii. Expected increase in productivity and profits in measurable terms, etc.

Disclosures :

- i. The Company does not pay any bonus, severance fee and no stock options have been granted to the Executive Director & CEO.
- ii. The appointment may be terminated at any time by either party giving six months' notice of such termination to the other party.
- iii. Mr. Agnihotri does not hold any securities of the Company.
- iv. Mr. Agnihotri 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 related to the directors or promoters of the Company or any of its subsidiaries at any time during the last two years before or on the date of appointment.
- v. Mr. Agnihotri possesses post-graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.
- vi. Board Meeting Attendance for 2020-21: Seven Meetings

The draft Agreement to be entered into with Mr. Agnihotri shall be available for inspection by the Members through electronic mode, basis the request being sent on investor@prismjohnson.in.

The Directors are of the view that the Company would benefit/continue to be benefited by the experience and guidance of Mr. Agnihotri and therefore recommend adoption of the Ordinary/Special Resolutions at Item Nos. 2 & 4.

Mr. Agnihotri 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.

Except for Mr. Agnihotri who may be deemed to be interested in the appointment, 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.

Item No. 5

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, 2022 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

The Directors recommend the passing of the Ordinary 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

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 March 31, 2021, borrowed ₹ 374 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 August 14, 2020, 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. 6, 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. 6.

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. 7

At the 26th Annual General Meeting of the Company held on August 8, 2018, the Members had accorded their consent to the Board of Directors of the Company to pay commission to the Non-Executive Directors ('NEDs') not exceeding 1% of the annual net profit of the Company, computed in accordance with the provisions of Sections 197, 198 of the Companies Act, 2013 ('the Act').

The Ministry of Corporate Affairs vide its Notification dated March 18, 2021, has amended provisions in the Act relating to the payment of remuneration to NEDs, including Independent Directors. As per the amendment, now the companies having inadequate profit or no profit are allowed to pay remuneration to NEDs including Independent Directors, subject to limits specified in Schedule V to the Companies Act, 2013 and with the approval of Nomination & Remuneration Committee, Board and Shareholders. Earlier, payment of remuneration to NEDs was allowed only subject to availability of net profit calculated in the prescribed manner.

The NEDs, while on the Board and its Committees, shoulder the responsibilities cast by the Act and applicable regulatory provisions, and act in good faith in order to promote the objects of the Company for the benefit of its stakeholders, and in the best interest of the Company, its employees, the shareholders, the community and for protection of environment. The guidance from NEDs ensures that the Company achieves its objectives without compromising with highest governance principles embraced by the Company. Their experience is of immense help for the Company while navigating through difficult times such as the on-going pandemic situation.

Keeping in view, the enhanced role, responsibilities and duties of NEDs, and in appreciation of their contribution and services that they have rendered / will be rendering to the Company during their tenure and in the long term interest of

the Company and its stakeholders, the Board, at its meeting held on May 19, 2021 and pursuant to the recommendation of the Nomination & Remuneration Committee, approved payment of commission, in addition to sitting fees paid and reimbursement of expenses incurred for attending meetings of the Board of Directors of the Company and its Committees, within the limits prescribed under the Act in accordance with the amended provisions of Schedule V to the Act, to NEDs, even in the financial year(s) in which the Company has no profits or its profits are inadequate.

The resolution passed by the shareholders shall be valid for a period not exceeding 3 (three) years or such other period as may be statutorily permitted. If the currency of the tenure of any such director in any financial year is for a period less than one year, the payment of commission shall be pro-rated.

The information pursuant to provisions of Part (B) of Section II of Part II of Schedule V to the Companies Act, 2013 is given hereunder :

General Information :

The general information is given under Item Nos. 2-4 of the Explanatory Statement.

Information about the Appointee :

Not Applicable

Other Information :

Basis the last audited balance sheet i.e. as of March 31, 2021, the information w.r.t. to the following is not applicable as the Company has adequate profits :

- i. Reasons of loss or inadequate profits;
- ii. Steps taken or proposed to be taken for improvement;
- iii. Expected increase in productivity and profits in measurable terms, etc.

Disclosures :

- i. Except for the remuneration payable to them, Mr. Shobhan Thakore and Dr. Raveendra Chittoor have no direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.
- ii. Mr. Rajan Raheja holds 5,14,06,327 and Ms. Ameeta Parpia holds 76,000 equity shares of the Company. Except for the remuneration payable to them and the aforesaid equity shares held by them, Mr. Rajan Raheja and Ms. Ameeta Parpia have no other direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.
- iii. Except for the sitting fees and the Commission to Non-Executive Independent Directors, the Company does not pay any bonus, severance fee and no stock options have been granted to the NEDs.

iv. The Board, at its meeting held on May 19, 2021, has approved Commission for 2020-21 to be paid to the Non-executive Independent Directors as under :

- Mr. Shobhan Thakore : ₹ 0.25 Crores
- Ms. Ameeta Parpia : ₹ 0.20 Crores
- Dr. Raveendra Chittoor : ₹ 0.15 Crores

v. Board Meeting attendance for 2020-21 :

- Mr. Shobhan Thakore : 7
- Mr. Rajan Raheja : 6
- Ms. Ameeta Parpia : 7
- Dr. Raveendra Chittoor : 6

Mr. Shobhan M. Thakore, Mr. Rajan B. Raheja, Ms. Ameeta A. Parpia and Dr. Raveendra Chittoor being NEDs may be deemed to be concerned or interested in this resolution to the extent of commission that may be payable to them from time to time. No other Director 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.

The Directors recommend the passing of the Resolution at Item No. 7 as an Ordinary Resolution.

By Order of the Board

Place : Mumbai

Dated : May 19, 2021

Registered Office :

305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016
Phone : +91-40-23400218
Fax No.: +91-40-23402249
email : investor@prismjohnson.in
website: www.prismjohnson.in
CIN : L26942TG1992PLC014033

Aneeta S. Kulkarni
Company Secretary

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

Mr. Atul Desai (DIN : 01918187), 59 years, has a rich experience of 33 years. He was the Whole-time Director and Chief Marketing Officer at Reliance Cement Company Private Limited ('RCC') prior to joining the Company. He joined RCC in 2013. He led the marketing, logistics and sales operations, product management, partnership marketing, customer service and customer retention. As a part of the marketing operations, he also took care of RCC's media and industry relations, advertising, interactive programmes, communications as well as market and customer research.

He started his career as a GET with Gujarat State Fertilizer Corporation and subsequently served other leading companies including Star Cement Limited and Ambuja Cement Limited as Head of Operations & Marketing.

Mr. Desai has done B.E. (Chemical) from Gujarat University and MBA (Marketing) from South Gujarat University. He has also undergone a Senior Executive Programme at London Business School and Senior Leadership Programme at IMD Luccane - Switzerland.

Mr. Desai 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. Desai has attended seven Board meetings during the year ended March 31, 2021.

