

NOTICE

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Company will be held on Wednesday, June 29, 2022 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 Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Statutory Auditor thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Statutory Auditor thereon.
2. 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.
3. To appoint a Director in place of Mr. Sarat Chandak (DIN : 06406126), who retires by rotation and being eligible, offers himself for re-appointment as Director.

SPECIAL BUSINESS :

4. **Re-appointment of Dr. Raveendra Chittoor (DIN : 02115056) as Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Raveendra Chittoor (DIN : 02115056), who was appointed as an Independent Director and who holds office up to July 2, 2022, being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of

Director and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, with effect from July 3, 2022.”

“RESOLVED FURTHER THAT the Board of Directors of the Company 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. **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, 2023, 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 29th Annual General Meeting of the Company held on July 30, 2021 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, Securities and Exchange Board of India (Issue

and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021, 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."

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 - 6 as set out above, is annexed hereto. The Board of Directors have considered and decided to include the Item No. 4-6 given above as Special Business in the forthcoming 30th 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 MCA 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 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. 15 below and is also available on the website of the Company at www.prismljohnson.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.pjltd@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 provisions of the Act, Notice of the AGM along with the Annual Report 2021-22 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 2021-22, 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. **Brief profile 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 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 or from the website of the Company - <https://www.prismjohnson.in/investors/updation-of-kyc-details>.

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 <https://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.

Important Notice for Physical Shareholders :

In view of SEBI Circular dated November 3, 2021 read with the SEBI Circular dated December 14, 2021, Shareholders holding shares in physical form are requested to submit their PAN, full KYC details (Postal address with PIN, mobile number, email address, bank details, signature) and other relevant details in Form ISR-1 to KFin Technologies Limited, Registrar & Transfer Agent ('RTA') of the Company. The said Form is also available on the website of the Company viz. <https://www.prismjohnson.in/investors/updation-of-kyc-details> and also on the website of RTA viz. https://risop.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. Non-availability of any of the above documents/details with the Bank/RTA on or after April 1, 2023 will result in freezing of the shareholders' folios. Shareholders holding shares in physical form are also requested to dematerialise their shareholding at the earliest, as pursuant to SEBI Circular, any investor service requests including transfer/ transmissions requests shall be processed in dematerialised mode only.

11. **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 (one-time) 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.

12. **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.

13. **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 Saturday, June 25, 2022, 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 Wednesday, June 22, 2022, i.e. the 'cut-off' date for e-voting.
14. **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 serve you 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 no., 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.

15. 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. Any 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 resolutions.
- 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.pjtd@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 Friday, June 24, 2022 (9.00 a.m.) till Tuesday, June 28, 2022 (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 at 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.

a. National Securities Depository Limited ('NSDL')

1. User already registered for IDeAS facility

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

2. User not registered for IDeAS e-Services

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

- iii. Proceed with completing the required fields.

3. User not registered for IDeAS e-Services

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

4. By visiting the e-voting website of NSDL

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

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

b. Central Depository Services (India) Limited ('CDSL')

1. Existing user who have opted for Easi/Easiest

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

2. User not registered for Easi/Easiest

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

3. By visiting the e-voting website of CDSL

- i. URL : www.cdslindia.com.
- ii. Provide demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- iv. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

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

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

Important note

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

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at Tel. No. 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 & 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 June 24, 2022 (9.00 a.m.) upto June 26, 2022 (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 <https://evoting.kfintech.com> and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

By Order of the Board

Place : Mumbai
Date : May 11, 2022

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

Dr. Raveendra Chittoor (DIN : 02115056) was appointed as a Director in the category of Non-executive Independent Director by the Board for a term of 5 years with effect from July 3, 2017.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Dr. Raveendra Chittoor as Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from July 3, 2022.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure,

the continued association of Dr. Chittoor would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, it is proposed to re-appoint Dr. Chittoor as Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years.

Dr. Chittoor 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 and has given their consent to act as a Director.

The Company has also received declaration from Dr. Chittoor that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI LODR.

In the opinion of the Board, Dr. Chittoor fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI LODR. Dr. Chittoor is independent of the management.

The Company has also received notice from a Member under Section 160 of the Act proposing his re-appointment as Director.

Brief profile of Dr. Chittoor is provided in the Notice. Dr. Chittoor shall be paid remuneration by way of fee for attending meetings of the Board/Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and as approved by the shareholders.

Copy of draft letter of appointment of Dr. Chittoor setting out the terms and conditions of appointment shall be available for inspection by the Members through electronic mode, basis the request being sent on investor@prismjohnson.in.

Except for Dr. Chittoor 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. Dr. Chittoor is not related to any of the Directors or Promoters of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI LODR.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

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, 2023 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, 2023.

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, 2022, borrowed ₹ 285 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 30, 2021, 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.

By Order of the Board

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai

Date : May 11, 2022

Registered Office :

305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016

Phone : +91-40-23400218

Fax : +91-40-23402249

email : investor@prismjohnson.in

website: www.prismjohnson.in

CIN : L26942TG1992PLC014033

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

Mr. Vijay Aggarwal (DIN : 00515412), 53 years, was appointed as Managing Director on the Board since March 3, 2010 and has earlier been a Director on the Board of the Company 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 PGDM 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.

Mr. Aggarwal is the Non-executive Chairman and Independent Director on the Board of Aptech Limited and a Non-executive Director on the Board of Raheja QBE General Insurance Company Limited. He is Chairman of the Audit Committee of Aptech Limited and member of the Audit Committee of Raheja QBE General Insurance Company Limited.

Mr. Aggarwal resigned from the Boards of Exide Industries Limited and Exide Life Insurance Company Limited on August 3, 2019 and January 1, 2022, respectively.

In the past, Mr. Aggarwal had been a part of various associations in different capacities. He had 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 a 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 six Board meetings during the year ended March 31, 2022.

Mr. Sarat Chandak (DIN : 06406126), 51 years, was appointed as Executive Director & CEO (HRJ) on the Board of Directors since March 3, 2019. He joined the Company in

November 2018 and was designated Chief Executive Officer (HRJ) - Designate.

Mr. Chandak has a good and varied experience of over 27 years, with in-depth business insight and knowledge of the building materials industry, especially in the tiles industry. He is a result-oriented, persevering management professional with documented track record of success in developing business in nascent markets and building efficient organisational team, with proven ability to lead and mentor. He has knowledge of both front and back end business processes with proficiency in strategising to tackle operational challenges and align business objectives.

Mr. Chandak was the Chief Executive Officer & Whole Time Director of RAK Ceramics India Private Limited since May 2016. Prior to his joining RAK Ceramics, Mr. Chandak had worked in senior positions with Kajaria Ceramics Limited, Bell Granito Ceramica Limited and Everest Industries Limited.

Mr. Chandak has done his B.Sc. (Hons), Sambalpur University, Post Graduate Diploma in Systems Management, NIIT - Nagpur and MBA-Marketing from Pune University.

Mr. Chandak 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. Chandak has attended six Board meetings during the year ended March 31, 2022.

Dr. Raveendra Chittoor (DIN : 02115056), 55 years, is a post-graduate in management from the Indian Institute of Management, Ahmedabad and is a Fellow in Management (equivalent to a PhD) from the Indian Institute of Management, Calcutta.

Dr. Chittoor is an associate professor of strategy and international business at the Gustavson School of Business in University of Victoria, Canada. He has a deep understanding of the strategies and structures of family-owned firms including business groups. His recent research explores the trade-offs and complementarities between stakeholder strategies and competitive strategies.

He has won many awards for his research and teaching. His research has been published in leading academic journals such as the Strategic Management Journal, Academy of

Management Journal, Organisation Science, Journal of International Business Studies, Global Strategy Journal, Journal of Management, Management International Review, Journal of International Management and Long Range Planning.

Prior to joining the University of Victoria, he taught at the Indian School of Business, Hyderabad and the Indian Institute of Management, Calcutta. He has more than 17 years of industry experience primarily in the areas of corporate finance and investment management in senior management roles.

Dr. Chittoor 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.

Dr. Chittoor has attended six Board meetings during the year ended March 31, 2022.

Place : Mumbai
Date : May 11, 2022

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