

PRISM JOHNSON LIMITED

CIN : L26942TG1992PLC014033

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

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

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

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

POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs General Circulars No. 14, 17, 22, 33 & 39 of 2020, 10 & 20 of 2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 respectively ('MCA Circulars') and subject to other applicable laws and regulations, that the resolutions appended below for the re-appointment of Mr. Vijay Aggarwal (DIN: 00515412) as Managing Director and Mr. Sarat Kumar Chandak (DIN: 06406126) as Executive Director & CEO (HRJ) on the Board of Prism Johnson Limited (the 'Company') is proposed for approval of the shareholders of the Company through Postal Ballot only by remote e-voting process ('e-voting').

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

The Board of Directors of the Company, at its meeting held on February 1, 2022, appointed Ms. Savita Jyoti, M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad, as the Scrutiniser for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice ('Notice') to cast their vote electronically. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 P.M. IST on Monday, March 21, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

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

A copy of this Notice and the accompanying documents are also placed on the website of the Company viz. www.prismjohnson.in and will also be available on the website of BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and also on the website of KFin Technologies Private Limited ('KFin'/'RTA') at <https://evoting.kfintech.com/>.

The Scrutiniser will submit her report to the Chairperson, after completion of scrutiny of the votes. The results of voting by means of Postal Ballot through remote e-voting will be declared on or before March 23, 2022 and displayed along with the Scrutiniser's Report at the Registered as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website: www.prismjohnson.in and on the website of KFin: <https://evoting.kfintech.com/>.

Special Business :**Resolution No. 1 - Re-appointment of Mr. Vijay Aggarwal (DIN: 00515412) as Managing Director of the Company**

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

"RESOLVED THAT pursuant to 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), SEBI (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 & Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Aggarwal (DIN : 00515412) as Managing Director 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 initialled 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), in accordance with the statutory limits/approvals as may be applicable, 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. Aggarwal.

1. Period :

Three years with effect from March 3, 2022.

2. Remuneration :

- (i) Remuneration, by way of salary, perquisites, incentives and allowances, and commission, which together shall not, in any financial year, exceed ₹ 18 Crores (Rupees Eighteen Crores only), as may be decided by the Board from time to time.

- (ii) In addition, Mr. Aggarwal shall be entitled to the following :
- (a) Company's contribution to provident fund, superannuation fund or annuity fund as per rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - (b) gratuity/ex-gratia payable 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. Aggarwal as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Aggarwal, as minimum 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."

Resolution No. 2 - Re-appointment of Mr. Sarat Kumar Chandak (DIN: 06406126) as Executive Director & CEO (HRJ) of the Company

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

"RESOLVED THAT pursuant to 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), SEBI (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 & Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Sarat Kumar Chandak (DIN : 06406126) as Executive Director & CEO (HRJ) 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 initialled 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. Chandak.

1. Period :

Three years with effect from March 3, 2022.

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. Chandak shall be entitled to the following :
 - (a) Company's contribution to provident fund, superannuation fund or annuity fund as per rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - (b) gratuity/ex-gratia payable 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. Chandak as Executive Director & CEO (HRJ) of the Company, the above mentioned remuneration be paid to Mr. Chandak, as minimum 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.”

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

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : February 1, 2022

Notes :

1. The explanatory statement pursuant to Sections 102 and 110 of the Act read with rules thereto stating all material facts and the reasons for the proposals set out in resolution no. 1 and 2 is annexed herewith.
2. The Notice is being sent only by email to all the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on February 11, 2022 (the '**Cut-off date**') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited ('KFin'/'RTA').
3. Shareholders may please note that the Notice will also be available on the Company's website at <https://www.prismjohnson.in>, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com>. The Company will not be despatching physical copies of Notice to any Member.
4. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with KFin by following due procedure.
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on cut-off date will be considered for the purpose of voting in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date. Resolution passed by the Members by way of Postal Ballot through Remote E-voting is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
6. Members cannot exercise votes by proxy on Postal Ballot. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
7. Electronic copy of all the documents referred to the accompanying Notice and the Explanatory Statement shall be available for inspection in the Investor section of the website of the Company at www.prismjohnson.in.
8. The details regarding E-voting Event Number, User ID and Password along with other instructions are set out below.
9. The voting period for Remote E-voting commences on Sunday, February 20, 2022 at 9:00 A.M. IST and ends on Monday, March 21, 2022 at 5.00 P.M. IST During this period, the shareholders holding equity shares either in physical form or in dematerialised form, as on Friday, February 11, 2022, being the cut-off date, may cast their vote (for or against) electronically.

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

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

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

- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc., to the Scrutiniser through email at sja.pjltd@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'PRISM_EVENT No.'
- xi. Members can cast their vote online from Sunday, February 20, 2022 at 9.00 a.m. IST till Monday, March 21, 2022 at 5.00 p.m. IST. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on toll free number 1800-309-4001.

B. Procedure to login through websites of Depositories

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

a. National Securities Depository Limited ('NSDL')

1. User already registered for IDeAS facility

- i. URL: <https://eservices.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.

2. User not registered for IDeAS e-Services

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

iii. Proceed with completing the required fields.

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

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

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

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

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

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

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

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

2. *User not registered for Easi/Easiest*

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

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

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

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

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

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

Important note

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

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

15. General Instructions :

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

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

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : February 1, 2022

EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following Explanatory Statement sets out the material facts relating to Item Nos. 1 & 2 mentioned in the accompanying Notice.

Item Nos. 1 & 2

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on February 1, 2022 has re-appointed Mr. Vijay Aggarwal (DIN : 00515412) as Managing Director and Mr. Sarat Kumar Chandak (DIN : 06406126) as Executive Director & CEO (HRJ) of the Company for a period of three years with effect from March 3, 2022.

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

Particulars	<i>₹ Crores</i>		
	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%

5. Foreign investments or collaborators, if any

- There are no foreign collaborators.

- The Company is listed on BSE and NSE. The foreign holding in the Company as on December 31, 2021 is 3.72%.

Information about the Appointees :**A. Mr. Vijay Aggarwal****a. Background details**

Mr. Vijay Aggarwal, 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 also a Director on the Board of Aptech Limited and Raheja QBE General Insurance Company Limited. He is Chairman of the Audit Committee of Aptech Limited & member of the Audit Committee of Raheja QBE General Insurance Company Limited.

Mr. Aggarwal resigned from the Board of Exide Industries Limited on August 13, 2019.

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.

b. Past Remuneration

The remuneration paid to Mr. Aggarwal for the financial year 2020-21 was ₹ 5.56 Crores.

c. Job profile and his suitability

Mr. Aggarwal, as the Managing Director of the Company, is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Aggarwal.

B. Mr. Sarat Kumar Chandak**a. Background details**

Mr. Sarat Kumar Chandak, 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 business processes of both front and back hand 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.

b. Past Remuneration

The remuneration paid to Mr. Chandak for the financial year 2020-21 was ₹ 3.02 Crores.

c. Job profile and his suitability

Mr. Chandak, as the Executive Director & CEO (HRJ) of the Company, is responsible for the general conduct and management of the business and affairs of the H & R Johnson (India) Division of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company and the Managing Director of the Company. In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Chandak.

C. Other details**d. Remuneration proposed**

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

e. 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. Aggarwal and Mr. Chandak, the remuneration decided by the Nomination & Remuneration Committee/Board is in line with industry standards and is fair and reasonable.

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

Except for the remuneration payable to them, Mr. Aggarwal and Mr. Chandak have no direct or indirect pecuniary relationship with the Company or relationship with any of the Directors or with the 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 Managing Director and/or 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. Aggarwal and Mr. Chandak do not hold any securities of the Company.
- iv. Mr. Aggarwal and Mr. Chandak do 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 do not have any direct or indirect interest nor are 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. Aggarwal and Mr. Chandak possess post-graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.
- vi. Board Meeting Attendance for FY 2021-22 :

Total Board Meetings held upto February 1, 2022	:	6 Meetings
Mr. Aggarwal	:	5 Meetings
Mr. Chandak	:	6 Meetings

The draft Agreement to be entered into with Mr. Aggarwal and Mr. Chandak 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. Aggarwal and Mr. Chandak and therefore recommend adoption of the Special Resolutions at Item Nos. 1 & 2.

Mr. Aggarwal and Mr. Chandak are 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. Aggarwal and Mr. Chandak who may be deemed to be interested in their respective appointments, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

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

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : February 1, 2022

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