

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

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL BENCH AT HYDERABAD
CA No. 91/230/HDB/2020 IN THE MATTER OF COMPANIES ACT, 2013****AND****IN THE MATTER OF SECTIONS 230 TO 232 READ WITH SECTION 52 AND ALL
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013****AND****In the matter of Composite Scheme of Arrangement and Amalgamation Amongst Prism Johnson Limited (Resulting Company 2 or Amalgamated Company) and H. & R. Johnson (India) TBK Limited (Resulting Company 1 or Demerged Company 4) and Milano Bathroom Fittings Private Limited (Amalgamating Company 1) and Silica Ceramica Private Limited (Amalgamating Company 2) and TBK Rangoli Tile Bath Kitchen Private Limited (Demerged Company 1) and TBK Venkataramiah Tile Bath Kitchen Private Limited (Demerged Company 2) and TBK Samiyaz Tile Bath Kitchen Private Limited (Demerged Company 3) and their Respective Shareholders and Creditors.****NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS, SECURED AND
UNSECURED CREDITORS OF THE PRISM JOHNSON LIMITED**

Notice is hereby given that, by an order dated October 14, 2020 ('Order'), the Hyderabad Bench of the Hon'ble National Company Law Tribunal ('NCLT'/'Tribunal') has directed to seek approval of the Shareholders, Secured and Unsecured Creditors of Prism Johnson Limited ('Company'), by way of Postal Ballot through electronic voting ('Remote E-voting'), to the arrangement proposed in the matter of the Composite Scheme of Arrangement and Amalgamation of : (i) Demerger of retail/trading business undertakings of TBK Rangoli Tile Bath Kitchen Private Limited, TBK Venkataramiah Tile Bath Kitchen Private Limited and TBK Samiyaz Tile Bath Kitchen Private Limited into its holding company H. & R. Johnson (India) TBK Limited ('HRJTBK') (ii) subsequent demerger of retail/trading business undertaking of HRJTBK into the Company (iii) reduction of share capital of Silica Ceramica Private Limited ('Silica') and (iv) subsequent amalgamation of Milano Bathroom Fittings Private Limited and Silica into the Company and their respective Shareholders and Creditors ('Scheme'), and recording the approval given thereto.

In pursuance of the said Order and as directed therein, Notice is hereby given that voting shall be conducted through the process of Postal Ballot, via Remote E-voting, for the Shareholders, Secured and Unsecured Creditors of the Company.

A copy of the Scheme, Explanatory Statement under Section 230 read with Section 102 of the Companies Act, 2013, and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and instructions for Remote E-voting are available on the website of the Company www.prismjohnson.in and will also be available on the website of BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com, respectively. The Company has engaged the services of KFin Technologies Private Limited ('KFin'), Registrar & Transfer Agent of the Company, for providing Remote E-voting facility to all its Shareholders, Secured and Unsecured Creditors.

Shareholders 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.

All Shareholders, Secured and Unsecured Creditors are requested to peruse the Scheme and the Explanatory Statement, and thereafter record their assent or dissent by means of Remote E-voting facility provided by KFin starting from Wednesday, October 28, 2020, 9:00 a.m. IST to Friday, November 27, 2020, 5:00 p.m. IST. The Remote E-voting platform would be disabled by KFin thereafter.

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/> for the purpose of E-voting.

The Hon'ble NCLT vide its order dated October 14, 2020 has appointed Mrs. Varalakshmi Tadepalli, Advocate, as the Chairperson and Ms. Anantha Laxmi, Advocate, as the Scrutiniser for conducting the Postal Ballot through Remote E-voting process for the Shareholders, Secured and Unsecured Creditors of the Company.

The Company has completed despatch of the Notices on Tuesday, October 27, 2020 by email to the Shareholders who have registered with the Company/KFin, Secured and Unsecured Creditors to their email addresses registered with the Company/KFin.

The cut-off date for determining right of voting for:

- (a) Shareholders : October 23, 2020.
- (b) Secured and Unsecured Creditors : June 30, 2020.

All Shareholders, Secured and Unsecured Creditors are required to communicate their assent or dissent only through the Remote E-voting system specified in the Postal Ballot Notice. The Shareholders and Creditors are requested to carefully read the instructions for the process to be followed for Remote E-voting to participate in the said process, which is also available on the website of the Company.

The results of voting by means of Postal Ballot through Remote E-voting will be displayed along with the Scrutiniser's Report at the Registered and the Corporate Offices of the Company and also on the websites of the Company, BSE and NSE.

In case of queries connected with Remote E-Voting, Shareholders, Secured and Unsecured Creditors may contact KFin on Toll Free No. 1800 345 4001 for any further clarifications or contact Mr. Mohsin Uddin, Senior Manager, KFin Technologies Private Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, e-mail : einward.ris@kfintech.com, Tel. +91-40-67161500/+91-40-67161562, who will also address the grievances connected with the Remote E-voting. Members may also write to the Company Secretary at investor@prismjohnson.in.

By Order of the NCLT
For PRISM JOHNSON LIMITED
ANEETA S. KULKARNI
COMPANY SECRETARY

Place : Mumbai
Date : October 27, 2020

