

CS. SAVITA JYOTI, B.Com., F.C.S.

SCRUTINIZER'S REPORT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars

To,
The Chairman,
Prism Johnson Limited
305, Laxmi Niwas Apartments,
Ameerpet, Hyderabad - 500 016
CIN: L26942TG1992PLC014033

Dear Sir/Madam,

Sub: Passing of resolutions through Postal Ballot notice dated February 1, 2022

Pursuant to the resolution passed by the Board of Directors of Prism Johnson Limited (herein after called "the Company") on February 1, 2022, we have been appointed as scrutinizer for conducting the postal ballot and e-voting process in fair and transparent manner in respect of the Special resolutions as circulated in the Postal Ballot notice dated February 1, 2022.

The Company had engaged the services of its Registrar & Transfer Agent viz. KFin Technologies Limited, Hyderabad ('KFin') to provide platform for recording votes of shareholders electronically through Remote e-voting. KFin had set up the Remote e-voting facility on the KFin e-voting website: <https://evoting.kfintech.com/>

Sr. No.	Description of Special Resolutions
1	Re-appointment of Mr. Vijay Aggarwal (DIN: 00515412) as Managing Director of the Company.
2	Re-appointment of Mr. Sarat Kumar Chandak (DIN: 06406126) as Executive Director & CEO (HRJ) of the Company.

We report that the postal ballot notice dated February 1, 2022 together with the explanatory statement, under section 110 of the Companies Act, 2013 read with the relevant rules, were sent via electronic mode to all shareholders whose e-mail addresses registered with the Depository participants as per the data downloaded from the CDSL and NSDL as on February 11, 2022 ('cut-off date') pursuant to the circulars and notification issued by the

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Ministry of Corporate Affairs, Government of India (the 'MCA') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In compliance with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice and details of the Special Business item set out therein, was published, in Financial Express (all India editions) in English language and in Nava Telangana (Telangana edition) in Telugu language, on February 18, 2022.

As per the MCA Circulars, physical copies of the Notice, Postal Ballot forms and pre-paid Business Reply Envelopes were not dispatched to the Members for this Postal Ballot. Accordingly, the Communication of the Assent or Dissent of the Members had taken place through remote e-voting system only.

The voting period for remote e-voting commenced on Sunday, February 20, 2022 at 09:00 a.m. India Standard Time ('IST') and ended on Monday, March 21, 2022 at 05:00 p.m. (IST) both days inclusive. All votes cast by Remote e-voting through KFin were received up to March 21, 2022 being the last date fixed by the Company and the platform was blocked thereafter.

On scrutiny, we report that **314** shareholders exercised their vote through e-voting for Special Resolutions no. 1 and 2.

The details of the Voting are as under :

1) Result of Postal Ballot for re-appointment of Mr. Vijay Aggarwal (DIN: 00515412) as Managing Director of the Company - Special Resolution :

(i) Voted in *favour* of the resolution :

No. of members	No. of votes cast in favor of Resolution	% of total no. of valid votes cast
258	41,07,01,276	96.34

(ii) Voted *against* the resolution :

No. of members	No. of votes cast against Resolution	% of total no. of valid votes cast
53	1,56,16,344	3.66

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(iii) Invalid & Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	200

2) **Result of Postal Ballot for re-appointment of Mr. Sarat Kumar Chandak (DIN: 06406126) as Executive Director & CEO (HRJ) of the Company - Special Resolution :**

(i) Voted in *favour* of the resolution :

No. of members	No. of votes cast in favor of Resolution	% of total no. of valid votes cast
258	41,08,27,762	96.37

(ii) Voted *against* the resolution :

No. of members	No. of votes cast against Resolution	% of total no. of valid votes cast
53	1,54,89,857	3.63

(iii) Invalid & Abstain votes :

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
3	200

As the number of votes cast in favour of the respective Resolution exceed the votes cast against the Resolution, I report that both the Special Resolutions as set forth in the Postal Ballot Notice dated February 1, 2022 have been passed by the Members with requisite majority.

The result of the Postal Ballot will be displayed on the Company's website <https://www.prismjohnson.in/> as also that of the Service Provider KFin at <https://evoting.kfintech.com>. The results will also be communicated to BSE Limited and the National Stock Exchange of India Limited, being stock exchanges where the shares of the Company are listed.

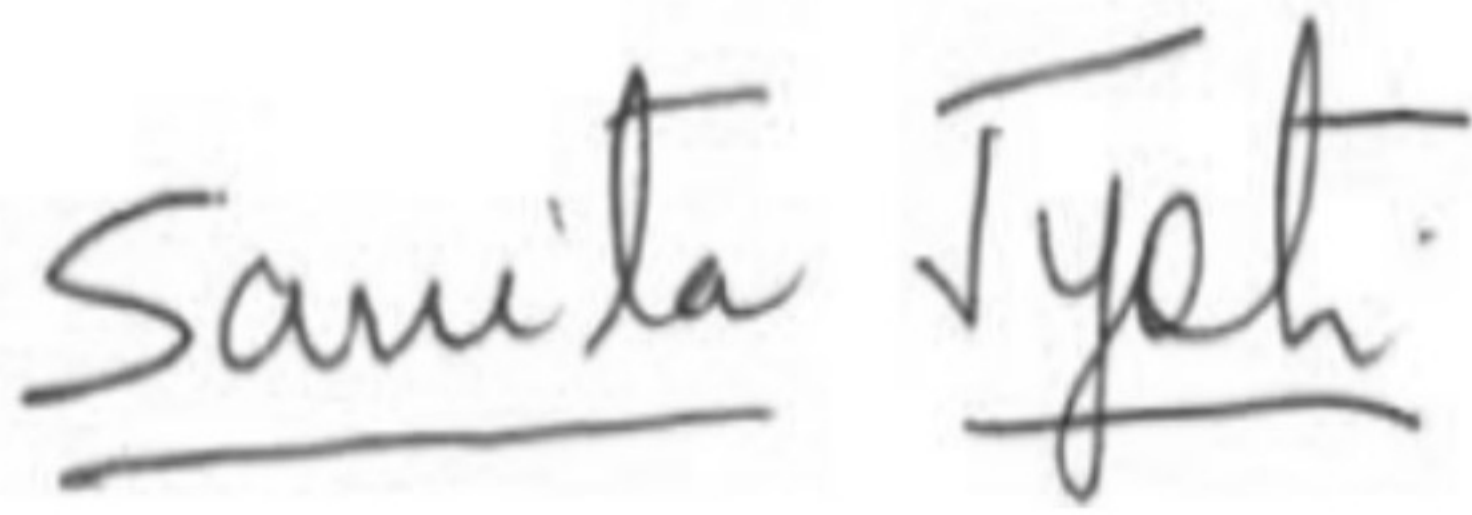
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The register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode will remain in our custody until the Chairman considers, approves and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you

For SAVITA JYOTI ASSOCIATES
Practicing Company Secretaries



SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

C.S. SAVITA JYOTI

Scrutinizer

CP No- 1796;

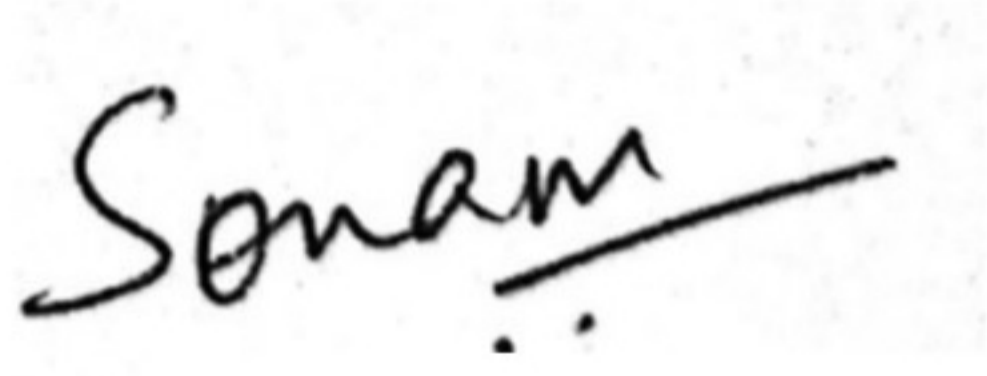
M No- FCS 3738

UDIN: F003738C003003702

Place: Hyderabad

Date: 22/03/2022

Witness 1:



Witness 2:



Countersigned by :

For Prism Johnson Limited



Vijay Aggarwal

Managing Director

DIN: 00515412