

NOTICE

NOTICE IS HEREBY GIVEN that the Thirty First Annual General Meeting of Prism Johnson Limited ('Company') will be held on Thursday, August 3, 2023 at 10.30 a.m. (IST) 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 of the Company 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, 2023, together with the Reports of the Board of Directors and the Auditor thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2023, together with the Report of the Auditor thereon.
2. To appoint a Director in place of Mr. Rajan Raheja (DIN : 00037480), who retires by rotation and being eligible, offers himself for re-appointment as Director.
3. To appoint a Director in place of Mr. Vivek Agnihotri (DIN : 02986266), who retires by rotation and being eligible, offers himself for re-appointment as Director.

4. Appointment of Auditors

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S R B C & Co. LLP, Chartered Accountants, (Firm Registration No. 324982E/E300003), be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the thirty sixth AGM of the Company to be held in the year 2028, at such remuneration plus

applicable taxes and reimbursement of out-of-pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

SPECIAL BUSINESS :

5. Appointment of Mr. Anil Kulkarni as Director of the Company

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution :

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) Mr. Anil Kulkarni (DIN : 10186252), who was appointed as an Additional Director of the Company in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company with effect from July 1, 2023 as recommended by the Nomination and Remuneration Committee and approved by the Board of Director, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of

giving effect to this resolution and for matters connected therewith or incidental thereto 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.”

6. Appointment of Mr. Anil Kulkarni as Whole-time Director, designated as Executive Director & CEO (RMC)

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) thereto 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, approval of the Company be and is hereby accorded to the appointment of Mr. Anil Kulkarni (DIN : 10186252) as a Whole time Director designated as Executive Director & CEO (RMC) of the Company, for the period, terms as to remuneration and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out hereunder and in the Agreement to be entered into by the Company with him, 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 said appointment and/or remuneration, from time to time, as may be agreed to by the Board and Mr. Anil Kulkarni.

1. Period :

Three years with effect from July 1, 2023.

2. Remuneration :

- (i) Remuneration, by way of salary, perquisites, incentives, allowances, and commission, which together shall not, in any financial year, exceed ₹ 3 Crores (Rupees Three Crores only), as may be decided by the Board from time to time.

- (ii) In addition, Mr. Kulkarni 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 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. Anil Kulkarni as Executive Director & CEO (RMC) of the Company, he shall be paid the above mentioned remuneration as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto 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.”

7. Ratification of 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)

thereto or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 9,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors of the Company to be paid to M/s. D. C. Dave & Co., Cost Accountants, (Firm Registration No. 000611), the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

8. 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 pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) thereto 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 Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and subject to other applicable Rules, Regulations, Guidelines, Notifications and Circulars, 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 (hereinafter referred to as ‘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.”

9. Commission to Non-executive Directors

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

“RESOLVED THAT pursuant to the provisions of Section 197, 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) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), provisions of Regulation 17(6) and all other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and Articles of Association of the Company, and any other regulation and subject to such other approvals/permissions as may be necessary, the approval of the Company, be and is hereby accorded

to the payment of remuneration by way of commission upto one percent of the net profit of the Company calculated in accordance with the provisions of Section 198 of the Act with effect from April 1, 2024, 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) including Independent Director(s) ('NEDs') of the Company (other than any Non-executive Director as may not desire to participate), in such amount or proportions and in such manner as may be decided by the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include the Nomination & Remuneration Committee of the Board) from time to time."

"RESOLVED FURTHER THAT the approval of the Company, be and is hereby accorded to the payment of remuneration by way of commission with effect from April 1, 2024, 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) including Independent Director(s) ('NEDs') 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 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 NED 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 when the Company has no profits or its profits are inadequate in any financial year(s) 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, 2024."

"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 No. 5 to 9 as set out above, is annexed hereto. Further, additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') are also annexed.
2. In compliance with the provisions of the Act, SEBI LODR and MCA Circulars, the Annual General Meeting (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.prismjohnson.in.
3. Since this AGM is being held 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. **Institutional/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 the AGM. Institutional/Corporate Members are requested to send to the Company a certified copy of the relevant Board Resolution/Power of Attorney/Authority Letter authorising their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution/Power of Attorney/Authority Letter 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 provisions of the Act, Notice of the AGM along with the Annual Report 2022-23 is being sent in electronic mode to Members whose email address is registered with the Company or RTA or the Depository Participant(s) ('DPs') or Depositories. The Notice of the AGM and the Annual Report 2022-23 will also be available on the

website of the Company at www.prismjohnson.in, on the website of Stock Exchanges i.e. www.bseindia.com & www.nseindia.com and on the website of KFin at <https://evoting.kfintech.com>.

Any member desiring to receive a copy of the Annual Report 2022-23 may write to RTA of the Company.

6. **Brief profile and other details of the Director(s) seeking appointment/retiring by rotation and seeking re-appointment** under Item Nos. 2, 3, 5 & 6 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 RTA - KFin Technologies Limited, Unit : Prism Johnson Limited, Selenium Building, Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana - 500 032, Toll Free number 1800-309-4001, Email : einward.ris@kfintech.com. 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 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 dividend 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 IEPF 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 March 16, 2023, Shareholders holding shares in physical form are requested to submit their PAN, KYC details and Nomination (Postal address with PIN, mobile number, email address, bank account details, specimen signature, nomination details) and other relevant details in Form ISR-1/Form ISR-2/Form ISR-3/Form SH-13/Form SH-14 to RTA of the Company. The said Forms are also available on the website of the Company viz. <https://www.prismjohnson.in/updation-of-kyc-details/> and also on the website of RTA viz. https://ris.kfintech.com/clientservices/isc/#isc_download_hrd.

Non-availability of any of the above documents/details with the Company/RTA on or after October 1, 2023 will result in freezing of the security holder's folios. The security holder(s) whose folio(s) have been frozen shall be eligible :

- to lodge grievance or avail any service request from the RTA only after furnishing the complete documents/details as mentioned in the SEBI Circular;
- for any payment including dividend, interest or redemption in respect of such frozen folios, only through electronic mode with effect from April 1, 2024 and that such payment shall be made electronically only upon complying with the requirements stated in the SEBI Circular.

Frozen folios shall be referred by the RTA/the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

The Company has sent letters to concerned shareholders holding shares in physical mode for furnishing the required details.

KYC status can be assessed by the shareholders by accessing the link : <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>.

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 transmissions/ issue of duplicate certificate etc. shall be processed in dematerialised mode only.

11. **Applications by KFin :** Members are requested to note that as an ongoing endeavour to enhance Investor experience and leverage new technology, KFin has developed following applications for investors :

Investor Support Centre : Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, dividend status, Interest and redemption status, upload exemption forms (TDS), download all ISR and other related forms by accessing the below web page accessible via any browser.

URL: <https://ris.kfintech.com/clientservices/isc>

eSign Facility : Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. Kfin's eSign facility can be accessed via the link below.

URL: <https://ris.kfintech.com/clientservices/isc>

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.spx>

KPRISM : A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL : <https://kprism.kfintech.com/signin.aspx>

WhatsApp : Shareholders can use WhatsApp Number : (91) 910 009 4099 to avail bouquet of services.

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 during the meetings 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, July 29, 2023, 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 **Thursday, July 27, 2023**, 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/mobile/emailreg.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 the AGM, may temporarily get themselves registered with KFin, by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobile/emailreg.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 through VC/OAVM 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 read with circulars of SEBI on e-voting facility provided by the Listed Entities dated December 9, 2020, 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 only entitled to attend the AGM and 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 voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date.
- f) 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 E-Voting Event Number (EVEN) for 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. Multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. 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.
 - xi. 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_EVEN'.
 - xii. Members can cast their vote remotely, using an electronic voting system from **Saturday, July 29, 2023 (9.00 a.m.) till Wednesday, August 2, 2023 (5.00 p.m.)**. Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
 - xiii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
 - xiv. A Member can opt for only single mode of voting, i.e. through remote e-voting or voting at the Meeting.
 - xv. Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date/ any Member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFin in the manner as mentioned below :
 - (a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL : MYEPWD <space> IN12345612345678
Example for CDSL : MYEPWD <space> 1402345612345678
Example for Physical : MYEPWD <space> XXXX123456789
 - (b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of: <https://evoting.kintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - (c) Member may call on KFin toll-free number 1800-309-4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
 - (d) Member may send an e-mail request to einward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
 - (e) If the Member is already registered with KFin e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
 - xvi. 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 VC/OAVM 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, website of Depositories/Depository Participants. 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. Type in the browser/Click on the following e-Service link : <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 : "Prism Johnson Limited" or e-voting service provider "KFin" and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

2. User not registered for IDeAS e-Services

- i. To register type in the browser/click on link : <https://eservices.nsd.com>.
- ii. Select "Register Online for IDeAS" or click on : <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.

- iii. Proceed to complete registration with the required fields.
- iv. On successful registration, please follow steps given under Sr. No. 1 to cast your vote.

3. By visiting the e-voting website of NSDL

- i. Type in browser/Click on the link : <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, starting with IN), 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 "Prism Johnson Limited" or e-Voting service provider name "KFin" and you will be redirected to e-voting page of KFin for casting your vote during the remote e-voting period.

4. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



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

1. Existing user who have opted for Easiest

- i. Type in browser/Click on the link : <https://web.cdslindia.com/myeasinew/home/login> or 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 link available against the Company name: "Prism Johnson Limited" or select e-voting service provider "KFin" and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

2. User not registered for Easi/Easiest

- i. Option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>.
- ii. Proceed to complete registration with the required fields.
- iii. On successful registration, please follow steps given under Sr. No. 1 to cast your vote.

3. By visiting the e-voting website of CDSL

- i. Type in browser/Click on the link : URL : <https://evoting.cdslindia.com/Evoting/EvotingLogin>.
- 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. Click on e-voting link available against the Company name: "Prism Johnson Limited" or select e-voting service provider "KFin" and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

Individual Shareholders (holding securities in demat mode) login through their demat accounts/ website of 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 e-voting modules of NSDL/CDSL Depository site after successful authentication. Click on the e-voting link available against the Company name 'Prism Johnson Limited' or select e-voting service provider "KFin" and you will be re-directed to the e-voting page of KFin 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 990/1800 224 430.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or call 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 & 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 the 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 the 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 28, 2023 (9.00 a.m.) upto July 31, 2023 (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 the 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 or Mr. Mohsin Uddin, Senior Manager at 040-67161562.

E. General Instructions :

- i. The Company has appointed Ms. Savita Jyoti of 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. The Scrutiniser shall, immediately after the conclusion of the voting at the AGM, first count the electronic votes cast during the AGM and thereafter unblock and count the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorised by him.
- iii. Subject to the receipt of requisite number of votes, the resolutions shall be deemed as passed on the date of the AGM.
- iv. 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 National Stock Exchange of India Limited.
- v. As mandated by SEBI, shares of the Company can be transferred/traded only in dematerialised form. Members holding shares in physical form are advised to dematerialise the same.

By Order of the Board

Shailesh Dholakia

*Company Secretary &
Compliance Officer*

Place : Mumbai
Date : June 30, 2023

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.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out the material facts relating to Item Nos. 4 to 9 mentioned in the accompanying Notice.

Item No. 4

Members of the Company at the Twenty Sixth Annual General Meeting held on August 8, 2018 approved the appointment of M/s. G. M. Kapadia & Co., Chartered Accountants, (Firm Registration No. 104767W), as Auditors of the Company to hold office for a term of 5 (five) consecutive years (second term) from the conclusion of said Annual General Meeting till the conclusion of the Thirty First Annual General Meeting. M/s. G. M. Kapadia & Co. will complete their present term on conclusion of this Annual General Meeting.

The Board of Directors of the Company ("the Board"), at its meeting held on May 10, 2023 has, considering the experience and expertise and on the recommendation of the Audit Committee, proposed to the Members of the Company appointment of S R B C & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E300003) ("S R B C") as Auditors of the Company for a first term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, etc., as may be mutually agreed between the Board and the Auditors.

Brief profile of S R B C is as under :

M/s. S R B C & Co LLP, with Firm Registration No. 324982E/E300003, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It is primarily engaged in providing audit and assurance related services to the clients. It is a Limited Liability Partnership Firm incorporated in India. The firm is a part of M/s. S.R. Batliboi & Affiliates network of audit firms.

S R B C have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. S R B C have also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

The proposed remuneration to be paid to Auditors for the financial year 2023-24 is ₹ 1.50 Crores. The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee.

There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2023-24 and the remuneration paid to M/s. G. M. Kapadia & Co. for the financial year 2022-23.

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.

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

Item No. 5 & 6

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Anil Kulkarni (DIN : 10186252) as an Additional Director of the Company with effect from July 1, 2023. Pursuant to Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Anil Kulkarni holds office up to the date of this meeting.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company also appointed Mr. Anil Kulkarni as Whole time Director designated as Executive Director & CEO (RMC) of the Company for a period of three years with effect from July 1, 2023.

Information in terms of provision of Section II of Part II of Schedule V to the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I. 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	2022-23	2021-22	2020-21
Total Revenue	6,744.84	5,603.72	5,071.38
Total Expenses	6,822.18	5,438.60	4,862.82
Exceptional Items	(6.84)	8.99	(4.78)
Profit/(Loss) Before Tax	(84.18)	174.11	203.78
Profit/(Loss) After Tax	(58.86)	133.25	199.95
Networth	1,319.74	1,383.22	1,253.55

(5) Foreign investments or collaborators, if any

- There are no foreign collaborators.
- The equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited. The foreign holding in the Company as on March 31, 2023 is 3.87%.

II. Information about the appointee :

(1) Background Details

Mr. Anil Kulkarni, aged 52 years, joined the Company in July 2022 as Chief Executive Officer of RMC Division of the Company.

Mr. Kulkarni brings with him 26 years of rich experience with an in-depth business insight and knowledge of the Ready Mix Concrete (RMC) industry. Earlier he has worked with ACC Limited and Ultra Tech Cement Limited. Before joining the Company, his last assignment was with Infra.Market where he held the position of 'National Head - Concrete'.

Mr. Kulkarni holds a Bachelor Degree of Civil Engineering and has completed Post Graduation in Marketing.

(2) Past Remuneration

The remuneration paid to Mr. Kulkarni as CEO (RMC) for the period August 29, 2022 to March 31, 2023 was 0.87 Crore.

(3) Recognition or awards

None

(4) Job profile and his suitability

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

(5) Remuneration proposed

To be decided by the Nomination & Remuneration Committee/Board from time to time within the overall remuneration as stated in the regulation and approved by the shareholders.

(6) 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. Kulkarni, the remuneration recommended by the Nomination & Remuneration Committee/Board is in line with industry standards and is fair and reasonable.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any

Except for the remuneration payable to Mr. Kulkarni, there is no direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.

III. Other information

Basis the last audited financial statement as of March 31, 2023, the information w.r.t. to the following is as under :

(1) Reasons of loss or inadequate profits :

The primary reasons for incurring a loss during 2022-23 was increase in power & fuel costs and input cost especially gas price, resulting in decline in EBITDA by 31.49%.

(2) Steps taken or proposed to be taken for improvement :

The Company has prioritised cost optimisation efforts over the past years and identified various methods to reduce costs and enhance profitability. This includes an increase in the usage of Alternative Fuel & Raw materials ('AFR'), a dynamic mix of coal and pet-coke, increasing fly ash utilisation, gypsum cost reduction, etc.

Further, during the year, the Company announced investment for setting up a captive wind power project aggregating to 24 MW for supply to the cement plant of the Company at Satna, Madhya Pradesh. The wind power will help in reducing overall power cost.

Further, the Company has initiated action on several energy efficiency improvement projects, such as installation of new power and fuel efficient kiln in its Kunigal plant, replacement of old kiln at Dewas plant that will lead to savings in fuel consumption.

The Company also focussed on implementing several cost saving initiatives to optimise fleet and pump efficiency, which will help in improving operating profit margins.

(3) Expected increase in productivity and profits in measurable terms :

The Company proactively started implementing certain cost saving initiatives during 2022-23, some of which have already started yielding positive benefits. As a result, the Company witnessed an improvement in profitability during the fourth quarter of 2022-23.

An unprecedented increase in the fuel prices during last year was one of the main reason for increase in the cost. Recently the pet-coke and coal prices are showing declining price trend, which should improve the performance of the Company. During the last year, the Company also took steps to increase the share of AFR in its fuel mix, which is likely to result in reduction of pet coke and coal consumption.

To further augment profitability, the Company continued to pursue its strategy of premiumisation and launch of premium products. By expanding the product portfolio and targeting higher sale of premium products, the Company expects to achieve increased sales and better margins.

The Company also implemented measures to enhance energy efficiency at its various plants by technology upgradation coupled with decline in gas prices and improvement in gas efficiency would help the Company in improving profitability.

The above initiatives like implementing cost-saving measures, focusing on premiumisation, optimizing fuel resources, enhancing energy efficiency, etc., would help in enhancing profitability.

IV. Disclosures :

- i. Mr. Kulkarni do not hold any securities of the Company.
- ii. Mr. Kulkarni 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 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 or after the date of appointment.
- iii. Mr. Kulkarni possess post-graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.
- iv. Mr. Kulkarni is not related to any of the Directors on the Board.
- v. Mr. Kulkarni does not hold directorship nor membership of Committees of the Board in any of the other listed entities since the past three years.
- vi. The appointment may be terminated at any time by either party giving six months' notice of such termination to the other party.
- vii. The Company does not pay any bonus, severance fee and no stock options have been granted to the Managing Director/Executive Director & CEOs.

The draft Agreements to be entered into with Mr. Kulkarni is available for inspection at the Company's Registered Office at Hyderabad and at the Corporate Office at Mumbai, on all working days between 11.00 a.m. to 1.00 p.m., except Saturdays, up to the date of the Annual General Meeting.

The Directors are of the view that the Company would benefit by the experience and guidance of Mr. Kulkarni.

Mr. Kulkarni 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. He has given his consent to act as a director.

Details of Mr. Kulkarni are provided in the "Annexure" to the Notice, pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Save and except Mr. Kulkarni and his relatives to the extent of their shareholding interest, if any, in the Company, 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, deemed to be concerned or interested, financially or otherwise, in this item of business.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends passing of the Ordinary and Special Resolutions set out at Item No. 5 & 6 of the Notice respectively for approval by the members.

Item No. 7

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, 2024 at a remuneration of ₹ 9,50,000/- 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, as recommended by the Audit Committee and approved by the Board, has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in this item of business.

The Board recommend the passing of the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

Item No. 8

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 a 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, 2023, outstanding borrowing of ₹ 170 Crores by way of NCDs availed 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 June 29, 2022, 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.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in this item of business.

The Board recommend the passing of the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

Item No. 9

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 Non-executive Directors, including Independent Directors ('NEDs'), not exceeding 1% of the net profit of the Company, computed in accordance with the provisions of Sections 197,

198 of the Companies Act, 2013 ('the Act') for a period of five years commencing from April 1, 2019.

Pursuant to the amendment in the provisions of the Act relating to the payment of remuneration to NEDs in case of no profit or inadequate profit, the members of the Company at the 29th Annual General Meeting held on July 30, 2021, had accorded their consent to the Board of Directors of the Company to pay commission to NEDs, in case the Company has no profit or profit is inadequate in any financial year, upto an amount not exceeding the limits set out in Section II(A) of Part II of Schedule V to the Act, subject to such ceiling and in such manner as the Board of Directors may determine, for a period of three financial years commencing from April 1, 2021.

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 diverse expertise and rich experience contributes in shaping the long term strategy of the Company.

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, pursuant to the recommendation of the Nomination & Remuneration Committee, at its meeting held on May 10, 2023 has approved payment of commission to NEDs, not exceeding one percent of net profit of the Company calculated in accordance with the provisions of Section 198 of the Act or upto an amount not exceeding the limits set out in Section II(A) of Part II of Schedule V to the Act, in case the Company has no profit or inadequate profit in any financial year, in addition to sitting fees paid and reimbursement of expenses incurred for attending meetings of the Board of Directors and its Committees, subject to such ceiling and in such manner as the Board of Directors may determine, with effect from April 1, 2024.

The resolution passed by the shareholders for payment of commission to NEDs in case the Company has no profit or inadequate profit in any financial year, shall be valid for a period not exceeding 3 (three) years with effect from April 1, 2024 or such other period as may be statutorily permitted. If the

currency of the tenure of any such NEDs 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 :

I. General Information :

The general information is given under Item No. 5 & 6 of the Explanatory Statement.

II. Information about the appointee : Not Applicable

III. Other information :

Information such as reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profits in measurable terms etc. are given under Item No. 5 & 6 of the Explanatory Statement.

IV. Disclosures :

- i. Except for the remuneration payable to NEDs, 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 equity shares, Mr. Akshay Raheja holds 55,76,784 equity shares and Ms. Ameeta Parpia holds 1,53,950 equity shares of the Company. Mr. Rajan Raheja and Mr. Akshay Raheja are related to each other. Except as stated above and for the remuneration payable to them, Mr. Rajan Raheja, Mr. Akshay 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 NEDs, the Company does not pay any bonus, severance fee and no stock options have been granted to NEDs.
- iv. The Board, at its meeting held on May 10, 2023, has approved payment of commission for the year 2022-23 to NEDs as under :
 - Mr. Shobhan Thakore : ₹ 0.25 Crore
 - Ms. Ameeta Parpia : ₹ 0.20 Crore
 - Dr. Raveendra Chittoor : ₹ 0.15 Crore

v. Board Meeting attendance for 2022-23 :

- Mr. Shobhan Thakore : 4
- Mr. Rajan Raheja : 4
- Mr. Akshay Raheja : 3
- Ms. Ameeta Parpia : 4
- Dr. Raveendra Chittoor : 4

Mr. Shobhan Thakore, Mr. Rajan Raheja, Mr. Akshay Raheja, Ms. Ameeta Parpia and Dr. Raveendra Chittoor being NEDs, and their relatives, to the extent of their shareholding interest, if any, in the Company, 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, deemed to be concerned or interested, financially or otherwise, in this item of business.

The Board recommend passing of the Special Resolution set out at Item No. 9 of the Notice for approval by the members.

By Order of the Board

Shailesh Dholakia

*Company Secretary &
Compliance Officer*

Place : Mumbai
Date : June 30, 2023

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 appointment/re-appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

Mr. Rajan B. Raheja (DIN : 00037480), aged 69 years, is an industrialist with a rich and varied experience. He is a Director on the Board of the Company since 1994. Mr. Raheja is an Honours Graduate from the Mumbai University. He is a member of the Nomination & Remuneration Committee of the Company.

Directorships in other Listed Companies :

1. Exide Industries Limited
2. Supreme Petrochem Limited

Chairmanships/Memberships of Board Committees in other Listed Companies :

1. Supreme Petrochem Limited - Stakeholders Relationship Committee - Member

Mr. Raheja may be deemed to be concerned or interested to the extent of 5,14,06,327 equity shares held by him in the Company. He does not have any *inter se* relation with any other Director or any employee of the Company, except Mr. Akshay Raheja, a Director of the Company. Mr. Raheja has attended 4 Board meetings during the year ended March 31, 2023.

In terms of Section 152(6) of the Companies Act, 2013 ('the Act') Mr. Raheja is liable to retire by rotation and being eligible has offered himself for re-appointment. Mr. Raheja drew remuneration by way of sittings fees of ₹ 0.02 Crore during the financial year ended March 31, 2023.

Mr. Rajan Raheja shall be paid remuneration by way of fees for attending meetings of Board of Directors or Committees thereof, reimbursement of expenses for participating in the Board or Committee Meetings and profit related commission as recommended by the Nomination & Remuneration Committee and approved by the Board from time to time within the limits stipulated under the Act.

Mr. Vivek K. Agnihotri (DIN : 02986266), aged 63 years, was appointed as Executive Director & CEO (Cement) on the Board of Directors since August 17, 2015. Mr. Agnihotri has a rich and varied experience in the cement industry of over 35 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.

Mr. Agnihotri is not a Director of other Boards and not a Chairman/Member of Committees of other Boards as on March 31, 2023.

Mr. Agnihotri does not have any *inter se* relation with any other Director or any employee of the Company. Mr. Agnihotri has attended 4 Board meetings during the year ended March 31, 2023. Mr. Agnihotri does not hold any shares in the Company.

In terms of Section 152(6) of the Act, Mr. Agnihotri is liable to retire by rotation and being eligible has offered himself for re-appointment. Mr. Agnihotri drew remuneration of ₹ 3.74 Crores during the financial year ended March 31, 2023 (for remuneration details, please refer the Corporate Governance Report). Mr. Agnihotri will be paid remuneration as per existing approved terms of appointment.

Mr. Anil Kulkarni (DIN : 10186252), aged 52 years, holds a Bachelor Degree of Civil Engineering and has completed Post Graduation in Marketing. Mr. Kulkarni brings with him 26 years of rich experience with in depth business insight and knowledge of the Ready Mix Concrete industry. Earlier he has worked with ACC Limited and UltraTech Cement Limited. Before joining the Company in July 2022, his last assignment

was with Infra.Market where he held the position of 'National Head-Concrete'.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Anil Kulkarni as an Additional Director and Whole time Director designated as Executive Director & CEO (RMC) of the Company for a period of three years with effect from July 1, 2023. Pursuant to Section 161(1) of the Act, Mr. Anil Kulkarni holds office up to the date of this meeting.

Mr. Kulkarni is not a Director of other Boards and not a Chairman/Member of Committees of other Boards as on March 31, 2023.

Mr. Kulkarni does not have any *inter se* relation with any other Director or any employee of the Company. Mr. Kulkarni has attended 3 Board meetings (as invitee) during the year ended March 31, 2023. Mr. Kulkarni does not hold any shares in the Company.

In terms of Section 152(6) of the Act, Mr. Kulkarni shall be liable to retire by rotation on his appointment. Mr. Kulkarni drew remuneration of ₹ 0.87 Crore during the financial year ended March 31, 2023 as CEO (RMC). Mr. Kulkarni will be paid remuneration as per approved terms of appointment.