

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 Shareholders,

NOTICE IS HEREBY GIVEN, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), read with the General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA'), in continuation to the circulars issued earlier in this regard ('MCA Circulars'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') as may be amended from time to time, and subject to other applicable laws and regulations, that the special resolutions appended below for the appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) and Ms. Ravina Rajpal (DIN: 09380471) as Non-executive Independent Directors on the Board of Prism Johnson Limited ('the Company') are proposed for approval of the shareholders of the Company through Postal Ballot, by remote e-voting only through electronic process ('e-voting').

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

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad, as the Scrutiniser for conducting the Postal Ballot through the remote 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 remote e-voting process not later than 5.00 P.M. IST on Thursday, May 23, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder(s).

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 at 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 and also on the website of KFin Technologies Limited ('KFin'/'RTA') at <https://evoting.kfintech.com/>.

The Scrutiniser will submit her report to the Chairman or any person authorised by him upon completion of scrutiny of the votes cast through remote e-voting. The results of Postal Ballot through remote e-voting will be declared within two working days from the conclusion of the remote e-voting and will be displayed along with the Scrutiniser's Report at the Registered Office as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website at www.prismjohnson.in and on the website of KFin at <https://evoting.kfintech.com/>.

Special Business :**1. Appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) as Non-executive Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('the Rules') (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as may be amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Joseph Conrad Agnelo D'Souza (DIN : 00010576), who was appointed as an Additional Director as Non-executive Independent Director of the Company with effect from March 29, 2024 under Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder of the Company proposing his candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from March 29, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Ms. Ravina Rajpal (DIN: 09380471) as Non-executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('the Rules') (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) and the applicable

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), as may be amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Ravina Rajpal (DIN : 09380471), who was appointed as an Additional Director as Non-executive Independent Director of the Company with effect from March 29, 2024 under Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder of the Company proposing her candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from March 29, 2024."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Notes :

1. The explanatory statement pursuant to Sections 102 and 110 of the Act read with the Rules thereto stating all material facts and reasons for the proposal set out in the resolutions are annexed herewith. Further, additional information as required under SEBI LODR and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are also annexed herewith.
2. The Notice along with the instructions regarding remote e-voting is being sent only by email to all the shareholders of the Company 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 **Friday, April 19, 2024** ('**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 & Transfer Agent, KFin Technologies 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 Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin at <https://evoting.kfintech.com>. As per the MCA Circulars, the Company will not be despatching physical copies of Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to any shareholder for this Postal Ballot.
4. Those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the due procedure as stated in Note No. 13 of this Notice.
5. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will be considered for the purpose of remote e-voting in proportion to their shares in the paid-up Equity Share capital of the Company as on the Cut-off date.

6. Shareholders cannot exercise votes by proxy on Postal Ballot. A shareholder 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. Details regarding User ID and Password along with other instructions are set out below.
8. The voting period for remote e-voting commences on **Wednesday, April 24, 2024 at 9:00 A.M. IST** and ends on **Thursday, May 23, 2024 at 5.00 P.M. IST**. During this period, the shareholders holding equity shares either in physical form or in dematerialised form, as on the Cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently or cast the vote again.
9. The results of the remote e-voting declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.prismjohnson.in and on the website of KFin at <https://evoting.kfintech.com> and shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed and shall also be displayed at the Registered Office as well as at the Corporate Office of the Company.
10. The Scrutiniser's decision on the validity of the Postal Ballot remote e-voting shall be final.
11. The resolutions, if passed by the requisite majority through the Postal Ballot remote e-voting, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, May 23, 2024.
12. **Procedure for Inspection of Documents** : All the documents referred to in the accompanying Notice and the 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 shareholder who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below :
 - a. shareholder holding shares in demat form can get their e-mail address registered by contacting their respective Depository Participant.
 - b. shareholder holding shares in physical form may register their email address and mobile number by sending Form ISR-1 duly filled and signed along with requisite supporting documents as prescribed by SEBI vide master circular dated May 17, 2023 (<https://ris.kfintech.com/clientservices/isc/sebi.aspx>) to KFin at Selenium Building, Tower - B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500 032.
 - ii. Shareholder who hold shares in identical names and in the same order of names in more than one folios are requested to write to the Company/RTA to consolidate their holdings in one folio.

- iii. Shareholder 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 Rules, SS-2 and Regulation 44 of the SEBI LODR read with circulars of SEBI on e-voting facility provided by the Listed Entities dated July 11, 2023, the shareholders are provided with the facility to cast their vote electronically on the resolutions set forth in this Notice (**'remote e-voting'**) through the e-voting platform provided by KFin. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only.
- b) The shareholders, 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 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 shareholders (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_EVEN’.
- xii. Shareholder can cast their vote online from Wednesday, April 24, 2024 at 9.00 A.M. IST till Thursday, May 23, 2024 at 5.00 P.M. IST. 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, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.
- xiv. In case of any queries/grievances related to e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com> or contact KFin on toll free number 1800-309-4001 for any further clarifications or contact Mr. Mohsin Uddin, Senior Manager, KFin Technologies Limited, Selenium Building, Tower-B, Plot No 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India – 500 032, e-mail : einward.ris@kfintech.com, who will also address the grievances connected with the voting by electronic means. Shareholders may also write to the Company Secretary at investor@prismjohnson.in.

B. Procedure to login through websites of Depositories

As per the SEBI Master Circular dated July 11, 2023 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 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.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: “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.nsdl.com>
- ii. Select “Register Online for IDeAS” or click on : <https://eservices.nsdl.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.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, 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. **Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.**

NSDL Mobile App is available on

 **App Store**  **Google Play**



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

1. ***Existing user who have opted for Easi/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 Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant 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

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

Shareholders facing any technical issue - NSDL	Shareholders facing any technical issue - CDSL
Shareholders 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.: (022) - 48867000 and (022) - 2499 7000	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at Tel. No. +91-22-23058738 or +91-22-23058542-43.

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

Place : Mumbai
Date : April 22, 2024

Shailesh Dholakia
*Company Secretary &
Compliance Officer*

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**Pursuant to the provisions of Section 102 of the Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the following Explanatory Statement sets out the material facts relating to the special resolutions relating to Item No. 1 & 2 mentioned in the accompanying Notice.

Item No. 1

Based on the recommendation of the Nomination & Remuneration Committee ('NRC') and after evaluating and considering the skills, experience and knowledge that would be available, the Board of Directors ('the Board') has, at its meeting held on March 29, 2024 appointed Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) as an Additional Director as Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 29, 2024, subject to the approval of the shareholders by way of a Special Resolution.

Brief Profile of Mr. Joseph Conrad Agnelo D'Souza is as under :

Mr. Joseph Conrad Agnelo D'Souza has a Master's Degree in Commerce, a Master's Degree in Business Administration and is a Senior Executive Program (SEP) graduate of the London Business School. He has over four decades of experience in banking and financial services. He had a leadership role at HDFC Limited in the areas of Strategy, Treasury, Operations, Investor Relations and New Initiatives.

He is currently an Independent Director of Chalet Hotels Limited, Camlin Fine Sciences Limited, Asianet Satellite Communications Limited, Juhu Beach Resorts Limited and Nations Trust Bank, Sri Lanka. He is also an Advisor with Bandhan Bank Limited. He has been a consultant to multilateral agencies in housing finance and has undertaken assignments in Asia, Africa and Eastern Europe.

The NRC and the Board are of the view that Mr. D'Souza possess the requisite skills, experience, expertise and knowledge required for the role of an Independent Director. The skills coupled with his rich and diverse experience, knowledge and background, will immensely benefit the Company.

Mr. D'Souza does not hold any equity shares of the Company.

The Company has received a declaration from Mr. D'Souza to the effect that he meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of SEBI LODR. Mr. D'Souza has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. D'Souza has also confirmed that he is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). He has given his consent to act as a director.

He is not related to any Director or Key Managerial Personnel of the Company.

The Board, on the basis of confirmations/declarations provided by Mr. D'Souza, is of the opinion that he fulfils the conditions/criteria specified under the Act, the Rules framed thereunder and SEBI LODR in relation to his appointment as an Independent Director of the Company and that he is independent of the management of the Company.

The Company has received notice in writing from a shareholder under the provisions of Section 160 of the Act proposing the candidature of Mr. D'Souza for the office of Independent Director.

A copy of the draft letter for the appointment of Mr. D'Souza as an Independent Director setting out the terms and conditions shall be open for inspection to the shareholders as per the details provided in this Notice.

Pursuant to Regulation 17(1C) of the SEBI LODR , approval of Shareholders for appointment of a person on the Board of Directors of a company is required to be obtained, either at the next general meeting or within three months from the date of appointment, whichever is earlier.

The Board, considering the qualification, experience and expertise of Mr. D'Souza, recommends the Special Resolution as set out at Item No. 1 of the Notice for approval of the Shareholders.

Save and except for Mr. D'Souza 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 the resolution set out at Item No. 1 of the accompanying Notice.

Details of Mr. D'Souza are provided in the "Annexure" to the Notice, pursuant to the provisions of the 36(3) of the SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India.

This statement may also be regarded as an appropriate disclosure under the Act, SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India.

Item No. 2

Based on the recommendation of the Nomination & Remuneration Committee ('NRC') and after evaluating and considering the skills, experience and knowledge that would be available, the Board of Directors ('the Board') has, at its meeting held on March 29, 2024 appointed Ms. Ravina Rajpal (DIN: 09380471) as an Additional Director as Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 29, 2024, subject to the approval of the shareholders by way of a Special Resolution.

Brief Profile of Ms. Ravina Rajpal is as under:

Ms. Ravina Rajpal holds a Commerce degree from Sydenham College and has graduated in Law from K. C. Law College, Mumbai. She is Senior Partner (by designation) at M/s VMH Associates. She has extensive experience in handling advisory and litigation matters, proficient in drafting intricate agreements and navigating contentious legal matters. She has established herself as a trusted advisor in sectors such as Intellectual Property, Media & Entertainment and Real Estate. Her ingenuity is evident in her ground breaking patent filings, showcasing her clarity and precision in articulating complex concepts. She represents before the Supreme Court of India, High Courts and City Civil Courts with precision and expertise.

Ms. Rajpal actively engages herself in social responsibility initiatives, notably spearheading efforts to enhance beach safety along the Mumbai coast through a Public Interest Litigation (PIL) filed in the Hon'ble Bombay High Court.

The NRC and the Board are of the view that Ms. Rajpal possess the requisite skills, experience, expertise and knowledge required for the role of an Independent Director. The skills coupled with her rich and diverse experience, knowledge and background, will immensely benefit the Company.

Ms. Rajpal does not hold any equity shares of the Company.

The Company has received a declaration from Ms. Rajpal to the effect that she meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b), Regulation 25(8) and other applicable provisions of SEBI LODR. Ms. Rajpal has also confirmed that she is not debarred from holding the office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Rajpal has also confirmed that she is in compliance with applicable Rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). She has given her consent to act as a director.

She is not related to any Director or Key Managerial Personnel of the Company.

The Board, on the basis of confirmations/declarations provided by Ms. Rajpal, is of the opinion that she fulfils the conditions/criteria specified under the Act, the Rules framed thereunder and SEBI LODR in relation to her appointment as an Independent Director of the Company and that she is independent of the management of the Company.

The Company has received notice in writing from a shareholder under the provisions of Section 160 of the Act proposing the candidature of Ms. Rajpal for the office of Independent Director.

A copy of the draft letter for the appointment of Ms. Rajpal as an Independent Director setting out the terms and conditions shall be open for inspection to the shareholders as per the details provided in this Notice.

Pursuant to Regulation 17(1C) of the SEBI LODR , approval of shareholders for appointment of a person on the Board of Directors of a company is required to be obtained, either at the next general meeting or within three months from the date of appointment, whichever is earlier.

The Board, considering the qualification, experience and expertise of Ms. Rajpal, recommends the Special Resolution as set out at Item No. 2 of the Notice for approval of the shareholders.

Save and except for Ms. Rajpal and her 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 the resolution set out at Item No. 2 of the accompanying Notice.

Details of Ms. Rajpal are provided in the “Annexure” to the Notice, pursuant to the provisions of the 36(3) of the SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India.

This statement may also be regarded as an appropriate disclosure under the Act, the SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India.

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

Place : Mumbai
Date : April 22, 2024

Shailesh Dholakia
*Company Secretary &
Compliance Officer*

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

Annexure - A

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Directors seeking appointment :

Name of the Director	Mr. Joseph Conrad Agnelo D'Souza	Ms. Ravina Rajpal
DIN	00010576	09380471
Brief Resume	Refer the details given in the explanatory statement	Refer the details given in the explanatory statement
Age in years	64 years	47 years
Qualifications	Master's Degree in Commerce, Master's Degree in Business Administration and a Senior Executive Program (SEP) graduate of the London Business School	B.Com., LLB
Brief profile including experience and expertise in specific functional area	He has over four decades of experience in banking and financial services. He had a leadership role at HDFC Limited in the areas of Strategy, Treasury, Operations, Investor Relations and New Initiatives.	She has extensive experience in handling advisory and litigation matters, proficient in drafting intricate agreements and navigating contentious legal matters. She has established herself as a trusted advisor in sectors such as Intellectual Property, Media & Entertainment and Real Estate. Her ingenuity is evident in her ground breaking patent filings, showcasing her clarity and precision in articulating complex concepts. She represents before the Supreme Court of India, High Courts and City Civil Courts with precision and expertise.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<ul style="list-style-type: none"> • Ability to think strategically • Analyse key financial statements • Safeguard the interest of the Company • Guide on complex legal issues 	<ul style="list-style-type: none"> • Ability to think strategically • Analyse key financial statements • Safeguard the interest of the Company • Guide on complex legal issues

	<ul style="list-style-type: none"> • Knowledge and practical experience in best practices pertaining to transparency, accountability corporate governance keeping in view the best interest of all stakeholders • Broad range of commercial / business experience • Behavioral Competencies - includes Integrity, leadership skills, high ethical standards, communication and interpersonal skills, adaptability, decision making abilities, etc. 	<ul style="list-style-type: none"> • Knowledge and practical experience in best practices pertaining to transparency, accountability corporate governance keeping in view the best interest of all stakeholders • Broad range of commercial / business experience • Behavioral Competencies - includes Integrity, leadership skills, high ethical standards, communication and interpersonal skills, adaptability, decision making abilities, etc.
Terms and conditions of appointment	<p>Appointment as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 29, 2024.</p> <p>The other terms and conditions are detailed in the explanatory statement.</p>	<p>Appointment as a Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 29, 2024.</p> <p>The other terms and conditions are detailed in the explanatory statement.</p>
Details of remuneration sought to be paid	<p>He will be paid remuneration by way of fee for attending meetings of the Board and Committees thereof and for any other purposes as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013</p>	<p>She will be paid remuneration by way of fee for attending meetings of the Board and Committees thereof and for any other purposes as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013</p>
Details of remunerations last drawn	<p>Nil</p>	<p>Nil</p>
Date on which first appointed on the Board	<p>March 29, 2024</p>	<p>March 29, 2024</p>

Details of shareholding in the Company including shareholding as a beneficial owner	Nil	Nil
Relationship with other Directors/Key Managerial Personnel (if any)	None	None
Number of Board meetings attended during the financial year 2023-24	01 (One)	01 (One)
Directorships in Other Indian Companies (including listed Companies resigned in the past three years)	<p><u>Listed Company:</u></p> <ul style="list-style-type: none"> • Chalet Hotels Limited • Camlin Fine Sciences Limited <p><u>Unlisted company:</u></p> <ul style="list-style-type: none"> • Asianet Satellite Communications Limited • Juhu Beach Resorts Limited • HDFC Investments Limited (Ceased to be a Director w.e.f. July 1, 2023 pursuant to the Scheme of Amalgamation) • HDFC Holdings Limited (Ceased to be a Director w.e.f. July 1, 2023 pursuant to the Scheme of Amalgamation) • HDFC Education and Development Services Private Limited (Resigned w.e.f. November 23, 2023) • HDFC Sales Private Limited (Resigned w.e.f. January 15, 2024) 	<p><u>Unlisted Company:</u></p> <p>Asianet Satellite Communications Limited</p>
Chairmanship/Membership of Committees in other Indian Companies * (including listed Companies resigned in the past three years)	<p>Chalet Hotels Limited Audit Committee – Chairman Stakeholders’ and Relationship Committee – Chairman</p>	

	<p>Camlin Fine Sciences Limited Audit Committee – Member Stakeholders Relationship Committee – Chairman</p> <p>Asianet Satellite Communications Limited Audit Committee – Chairman</p> <p>Juhu Beach Resorts Limited Audit Committee – Chairman</p> <p>HDFC Holdings Limited Audit Committee – Member</p> <p>HDFC Investments Limited Audit Committee – Member</p> <p>HDFC Sales Private Limited Audit Committee – Member</p>	
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** Includes Chairmanship/Membership in the Audit Committee and Stakeholder’s Relationship Committee, in line with Regulation 26 of the Listing Regulations.*