

NOTICE

NOTICE IS HEREBY GIVEN that the Thirty Third Annual General Meeting of Prism Johnson Limited ('Company') will be held on Thursday, August 7, 2025 at 04:30 p.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, 2025, 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, 2025, 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. Akshay Raheja (DIN : 00288397), who retires by rotation and being eligible, offers himself for re-appointment as Director.

SPECIAL BUSINESS :

4. 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 ₹ 10,50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and 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 to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, 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."

5. Appointment of Secretarial Auditor 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 204 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), Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time ("SEBI LODR") and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Savita Jyoti Associates, a Peer Reviewed Practicing Company Secretaries, Hyderabad (FCS No.3738 & CP No.1796), be and is hereby appointed as the Secretarial Auditor of the Company for a term of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30 for conducting the audit of secretarial and such other records of the Company under the Companies Act, 2013 and SEBI LODR 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 Secretarial Auditor."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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."

6. 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 all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, (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 Memorandum of Association and 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 redeemable Non-convertible Debentures ('NCDs') including but not limited to Bonds, and/or other Debt Securities, on Private Placement basis, in one or more tranches/series, to such person(s)/Financial Institution(s)/Bank(s)/Mutual Fund(s)/Body Corporate(s)/Company(ies)/Venture Capital Fund(s)/any other eligible investors 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 by the members on such terms and conditions upto an aggregate amount ₹ 12,50,00,00,000/- (Rupees Twelve Hundred Fifty Crores only) provided that the said borrowings shall be within the overall borrowing limits of the Company, as approved by the members, from time to time."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalising the form/placement documents/offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, rate of interest, redemption period, utilisation of issue proceeds, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

"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."

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 Nos. 4, 5 & 6 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') and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India 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 and e-voting is explained at Note No. 15 below.
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. The said Resolution/Power of Attorney/Authority Letter shall be sent to the Scrutiniser at their registered email address sja.pjltd@gmail.com with a copy marked to mohsin.mohd@kfintech.com.
5. **Despatch of Annual Report through Electronic Mode :** In accordance with the applicable MCA Circulars, Regulation 36(1)(b) of SEBI LODR and other relevant provisions of the Act, Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode

to Members whose email address is registered with the Company or RTA or the Depository Participant(s) ('DPs') or Depositories. Further, in compliance with Regulation 36(1)(b) of SEBI LODR, a letter providing the web-link, including the exact path, where the Annual Report for FY 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company or RTA or the Depository Participant(s) or Depositories.

The Notice of the AGM and the Annual Report 2024-25 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 physical copy of the Annual Report 2024-25 may write to RTA of the Company.

6. **Brief profile and other details of the Director(s) retiring by rotation and seeking re-appointment** under Item Nos. 2 & 3 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, Rangareddy, 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 - <https://ris.kfintech.com/clientservices/isr/sh13.aspx> 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 or more 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) Further the Company shall transfer unpaid/unclaimed interim dividend for the year ended March 31, 2019 to the IEPF by September 2025. In accordance with the Rules and its amendments, the Company had sent notices to all the Shareholders whose dividend and shares are due to be transferred to the IEPF Authority to claim the same on or before August 31, 2025.
- (iii) The relevant 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.
- (iv) The details of the unpaid/unclaimed dividend lying with the Company are available on the website of the Company <https://www.prismjohnson.in/unpaid-unclaimed-dividends-fd/> and on the website of IEPF Authority.
- (v) 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. Simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination :

Members are requested to note that in accordance with SEBI circular dated November 3, 2021, further amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 has mandated that the security holders holding securities in physical form and whose folio(s) are not updated with the KYC details namely PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024.

Members 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, if not submitted till date, 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.

prismjohnson.in/updation-of-kyc-details/ and also on the website of RTA viz. https://ris.kfintech.com/clientservices/isc/#isc_download_hrd.

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

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

Investor Support Centre : RTA, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at <https://ris.kfintech.com/default.aspx#>InvestorServices>InvestorSupport>.

Members are required to register/signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-meeting and e-voting details.

Quick link to access the signup page : <https://kprism.kfintech.com/signup>

Summary of the features and benefits are as follows :

1. The provision for the shareholders to register online.
2. OTP based login (PAN and Registered mobile number combination).
3. Raise service requests, general query, and complaints.
4. Track the status of the request.
5. View KYC status for the folios mapped with the specific PAN.
6. Quick links for SCORES, ODR, e-meetings and e-voting.
7. Branch Locator.
8. FAQ's

Senior Citizens investor cell : As a part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been formed to assist exclusively the Senior Citizens in redressing their grievances, complaints, and queries. The Senior Citizens wishing to avail this service can send the communication with the below details to the email id senior.citizen@kfintech.com.

Senior Citizens (above 60 years of age) have to provide the following details :

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

The cell closely monitors the complaints coming from Senior Citizens through this channel and assist them at every stage of processing till closure of the grievance.

Online PV : In today's ever-changing dynamic digital landscape, security, fool proof systems and efficiency in identity verification are paramount importance. Digital identity verification, using biometrics and digital ID document checks, helps combat fraud, even when individuals aren't physically present. To counteract common spoofing attempts, RTA engage in capturing liveness detection and facial comparison technology.

RTA has introduced an Online Personal Verification (OPV) process, based on liveness detection and document verification.

Key Benefits :

- A fully digital process, only requiring internet access and a device.
- Effectively reduces fraud for remote and unknown applicants.
- Supports KYC requirements.

Here's how it works :

- Users receive a link via email and SMS.
- Users record a video, take a selfie, and capture an image with their PAN card.
- Facial comparison ensures the user's identity matches their verified ID (PAN).

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 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 Tuesday, August 5, 2025, 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 31, 2025**, 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 members whose email addresses are not registered with the Depositories (in case of members holding shares in Demat form) or with RTA (in case of member 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. Member holding shares in physical form, who have not registered/updated their e-mail address and/or KYC details, may register their aforesaid details by submitting relevant ISR Forms duly filled and signed along with requisite supporting documents as prescribed by SEBI (<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.

The aforesaid ISR forms can be accessed from the website of the Company at <https://www.prismjohnson.in/updation-of-kyc-details/> and the website of RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.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.

- 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. As mandated by SEBI, shares of the Company can be transferred/traded only in dematerialised form. Shareholders holding shares in physical form are 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.
- v. 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 their 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. Remote e-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 November 11, 2024, 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 cast 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 'FOR' and partially '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/power of attorney/ 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. Members can cast their vote remotely, using an electronic voting system from **Sunday, August 3, 2025 (9.00 a.m.) till Wednesday, August 6, 2025 (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@kfinotech.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, members may refer the Frequently Asked Questions (FAQs) 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 Master Circular dated November 11, 2024 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 'Login' which is available 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://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>.
- ii. Enter 8 Digit DP ID, 8 Digit Client ID, PAN No., Verification Code as shown on the screen and generate OTP.
- iii. 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 or joining virtual meeting & voting during the meeting.

4. Members 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 to Myeasi option under quick login.
- iv. Login with the registered User ID and password.
- v. Option will be made available to reach e-voting page without any further authentication.
- vi. 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.

2. User not registered for Easi/Easiest

- i. Option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> or <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>.
- 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. After successful authentication, please enter the e-voting module of CDSL. 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.

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 DPs registered with NSDL/CDSL for e-voting facility. Once logged in, you will be able to view 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 KFinTech 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 102 0990 and 1800 22 4430. | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or call at Tel. No. 022-62343625/26, 022-62343259. |

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 Chairman/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. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the meeting.

- v. 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.
- vi. 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.
- vii. **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 Saturday, August 2, 2025 upto Tuesday, August 5, 2025.
 - (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.
- viii. 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>.
- ix. 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 voting and 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 two working days of conclusion of 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 at www.prismjohnson.in and on KFin's website at www.evoting.kfintech.com and shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

The Company will also display the results at its registered office and corporate office.

- 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 : July 15, 2025

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 ("SEBI LODR") and Secretarial Standard 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 Item Nos. 4, 5 & 6 mentioned in the accompanying Notice.

Item No. 4

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, 2026 at a remuneration of ₹ 10,50,000/- 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 members 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, 2026.

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. 4 of the Notice for approval by the members.

Item No.5

The Securities and Exchange Board of India ('SEBI') vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 has mandated that all listed companies shall appoint or re-appoint an individual Company Secretary or a firm of Company Secretary(ies), who is either practicing individually or as a sole proprietor or as a partner of a Peer Reviewed Practice Unit and who holds a valid certificate of peer review issued by the Institute of Company Secretaries of India, as a Secretarial Auditor for not more than one term of five consecutive years, in case of individual Company Secretary and not more than two term of five consecutive years, in case of Secretarial Audit firm, with the approval of its

shareholders at the Annual General Meeting. Any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure. The provisions relating to aforesaid has come into force from April 1, 2025.

The Board, at its meeting held on May 15, 2025 has, considering the performance, audit strength, experience and expertise and on the recommendation of the Audit Committee, appointed M/s. Savita Jyoti Associates, a peer reviewed Practicing Company Secretaries, Hyderabad (FCS No. 3738 & CP No. 1796) as the Secretarial Auditor of the Company for conducting the audit of secretarial and other records of the Company and providing such other services as are approved by the Board of Directors, which shall not include any services as specified by the SEBI and/or Institute of Company Secretaries of India in this behalf, for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such terms and conditions and fees as may be mutually decided between the Company and the Secretarial Auditor and proposed for members approval.

Brief Profile :

M/s. Savita Jyoti Associates ('the Firm') is an established firm of Practicing Company Secretaries providing innovative solutions in secretarial, legal, compliance and corporate governance areas.

The Firm founded in 1991 has over 30 years of experience in secretarial and legal fields and legal domains. The Core area of services includes Corporate Law Advisory, Audit & Certification, Restructuring, Capital Market Transactions, Business Formation, Regulatory Representation.

The Firm provides strategic secretarial consultancy to a diverse portfolio of clients, ranging from large corporates to emerging businesses.

M/s. Savita Jyoti Associates continues to uphold the highest standards of professionalism, accuracy, and integrity, offering customized solutions that align with clients' business goals and regulatory obligations.

M/s. Savita Jyoti Associates has consented for the appointment as Secretarial Auditor and confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI LODR. As required under Regulation

24A(1A)(a) of the SEBI LODR, M/s. Savita Jyoti Associates, Practicing Company Secretaries, has also submitted to the peer review process of Institute of Company Secretaries of India ('ICSI') and hold a valid certificate issued by the 'Peer Review Board' of ICSI.

The proposed remuneration to be paid to Secretarial Auditor for the financial year 2025-26 is ₹ 2,25,000/-. 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.

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. 5 of the Notice for approval by the members.

Item No. 6

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 consists of secured/unsecured NCDs and Fund & Non-fund based Credit Facilities from Banks by way of Cash Credit/Overdraft/Short Term Loan/Working Capital Demand Loan/Letter of Credit/ Bank Guarantee, etc. The Company has, as on March 31, 2025, outstanding borrowing of ₹ 200 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 Annual General Meeting held on August 9, 2024, 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 thereunder, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches/series, 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. 6 of the Notice for approval by the members.

By Order of the Board

Shailesh Dholakia

*Company Secretary &
Compliance Officer*

Place : Mumbai

Date : July 15, 2025

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

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 re-appointment :

| | | |
|--|---|--|
| Name of the Director | Mr. Rajan Raheja | Mr. Akshay Raheja |
| DIN | 00037480 | 00288397 |
| Brief Resume | Broad range of experience in industry and business for over 5 decades. Mr. Raheja is a Director of several companies including Exide Industries Limited, Supreme Petrochem Limited and Exide Energy Solutions Limited. Mr. Raheja has also been dedicating himself to various educational and charitable institutions. | Broad range of commercial/business experience across a wide range of industries. He is a Director of several companies including EIH Associated Hotels Limited, Raheja QBE General Insurance Company Limited, Innovassynth Technologies (India) Limited, etc. He is also associated with several social institutions and is a member of the Governing Council of Smt. Kamla Raheja Vidyavidyalaya Institute of Architecture & Environmental Studies and a Trustee of Diabetic Association of India which runs the S. L. Raheja Hospital in Mumbai. |
| Age in years | 72 years | 42 years |
| Qualifications | Bachelor's degree in Commerce | Commerce Graduate from University of Mumbai and Masters in Business Administration (MBA) from Columbia Business School, N.Y., USA. |
| Brief profile including experience and expertise in specific functional area | Please refer Brief Resume for same. | Please refer Brief Resume for same. |
| Terms and conditions of appointment | Re-appointment as a Director of the Company, liable to retire by rotation. | Re-appointment as a Director of the Company, liable to retire by rotation. |
| Details of remuneration sought to be paid | 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. Akshay 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. |
| Details of remunerations last drawn | Mr. Rajan Raheja drew remuneration by way of sittings fees of ₹ 0.03 Crore during the financial year ended March 31, 2025. | Mr. Akshay Raheja drew remuneration by way of sittings fees of ₹ 0.05 Crore during the financial year ended March 31, 2025. |
| Date on which first appointed on the Board | April 1, 1994 | March 5, 2022 |
| Details of shareholding in the Company including shareholding as a beneficial owner | 5,14,06,327 equity shares of ₹ 10/- each. | 55,76,784 equity shares of ₹ 10/- each. |
| Relationship with other Directors/Key Managerial Personnel (if any) | He does not have any <i>inter se</i> relation with any other Director or any employee of the Company, except Mr. Akshay Raheja, a Director of the Company. | He does not have any <i>inter se</i> relation with any other Director or any employee of the Company, except Mr. Rajan Raheja, a Director of the Company. |
| Number of Board meetings attended during the financial year 2024-25 | Five (5) | Four (4) |

| | | |
|--|---|---|
| Directorships in Other Indian Companies (including listed Companies resigned in the past three years) | Unlisted company : <ul style="list-style-type: none"> Exide Energy Solutions Limited Sea-Side Exports Private Limited Villa Capri Developers Private Limited Kaveri Construction Private Limited Globus Stores Private Limited Beach Plaza Contractors and Developers Private Limited Juhu Beach Resorts Limited Matsyagandha Investment and Finance Private Limited Bloomingdale Investment and Finance Private Limited Arjun Housing Private Limited Shalini Construction Private Limited Listed Company : <ul style="list-style-type: none"> Exide Industries Limited Supreme Petrochem Limited | Unlisted company : <ul style="list-style-type: none"> Raheja QBE General Insurance Company Limited – Chairman Innovassynth Technolgies (India) Limited R. Raheja Properties & Developers Private Limited Kuntiputra Properties Private Limited Arjun Housing Private Limited Amber Apartment Makers Private Limited Windsor Realty Private Limited R Raheja Investments Private Limited Bloomingdale Investment And Finance Private Limited ABU Developers Private Limited Globus Stores Private Limited Kuntinandan Contractors and Developers Private Limited Hathway Investments Private Limited Listed Company : <ul style="list-style-type: none"> EIH Associated Hotels Limited Hathway Cable & Datacom Limited Supreme Petrochem Limited |
| Chairmanship/Membership of Committees in other Indian Companies (including listed Companies resigned in the past three years) | Exide Energy Solutions Limited Audit Committee – Member Supreme Petrochem Limited Stakeholder's Relationship Committee - Member Corporate Social Responsibility Committee - Member Finance Committee - Member Capital Reduction Committee - Member Exide Industries Limited Nomination & Remuneration Committee - Member Juhu Beach Resorts Limited Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member | EIH Associated Hotels Limited Audit Committee – Member Raheja QBE General Insurance Company Limited Corporate Social Responsibility Committee - Chairman Nomination & Remuneration Committee - Member |