

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 (**“Rules”**) (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), read with the General Circular No. 9/2024 dated September 19, 2024 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 (**“SS-2”**), Regulation 44 of the 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 rules, laws, regulations and notifications that the special resolution appended below for the purpose of raising of funds / capital by issuance of securities by Prism Johnson Limited (**the “Company”**) is proposed for approval of the shareholders of the Company through postal ballot (**“Postal Ballot”**), by remote e-voting only.

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

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, the Company is sending this Notice only in electronic form to those shareholders whose name appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date and whose e-mail addresses are registered with the Company/Registrar and Transfer Agent i.e. KFin Technologies Limited (**“RTA”**/ **“KFin”**)/ Depositories/ Depository Participants.. 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 Saturday, September 20, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder(s).

The Company has engaged services of KFin to provide remote e-voting facility to its shareholders on the proposed resolution.

Accordingly, 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 at <https://evoting.kfintech.com/>.

The Scrutiniser will submit the 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 website of the Company at www.prismjohnson.in and on the website of KFin at <https://evoting.kfintech.com/>.

Special Business :

- 1. To create, offer, issue and allot Equity Shares or Securities convertible into Equity Shares in one or more tranches for an aggregate amount not exceeding ₹ 500 Crores:**

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being force), and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI LODR”**), the listing agreements entered into by

the Company with BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the equity shares having face value of ₹ 10 each of the Company (“**Equity Shares**”) are listed, the provisions of the Foreign Exchange Management Act, 1999 including any amendments, statutory modification(s), variation(s) and/or the rules and regulation framed thereunder, (the “**FEMA**”), including the Foreign Exchange Management (Non-debt Instruments) Regulations, 2019, as amended, Foreign Exchange Management (Debt Instruments) Rules, 2019, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (“**GoI**”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, (the “**Debt Listing Regulations**”), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and in accordance with any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by GoI, the Reserve Bank of India (the “**RBI**”), the Securities and Exchange Board of India (the “**SEBI**”), the Stock Exchanges, the uniform listing agreements entered into by the Company with the Stock Exchanges (the “**Listing Agreements**”), Ministry of Corporate Affairs (the “**MCA**”), the Registrar of Companies, Telangana at Hyderabad, and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, GoI or any concerned statutory, regulatory, governmental or any other authority and subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the shareholders of the Company be and is hereby accorded to raise further fund / capital and to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of fully paid-up Equity Shares and/or equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, and/or any other securities convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form), Global Depository Receipts (“**GDRs**”), American Depository Receipts (“**ADRs**”), Foreign Currency Convertible Bonds (“**FCCBs**”), (all of which are hereinafter referred to as “**Securities**”) or any combination of the Securities thereof in accordance with the applicable laws, in such manner in consultation with the lead manager / book running lead manager and/or other advisor(s) or otherwise, for an aggregate consideration not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) or an equivalent amount thereof (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether

Rupee denominated or denominated in one or more foreign currencies, at such price or prices as may be permissible under applicable law, in the course of international and/or domestic offerings, in one or more foreign markets and/or domestic markets, through public and/or private offerings and/or by way of, qualified institutions placement (“**QIP**”) or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, through issue of prospectus and / or preliminary placement document, placement document and/or other permissible / requisite offer documents as may be required under applicable law, to eligible investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (“**QIB**”) in accordance with the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, trusts, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/ or foreign multilateral financial institutions, mutual funds, insurance companies, banks, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors as may be permissible under applicable laws, whether they be holders of the Securities of the Company or not (collectively called the “**Investors**”) to all or any of them, jointly or severally, as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including the terms of the issuance, security, rate of interest, as may be deemed appropriate including the discretion to determine the categories of Investors to whom the offer, issuance and allotment of such Securities shall be made, to the exclusion of other categories of Investors, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, and use the proceeds from the Issue, towards *inter alia*, the pre-payment and / or repayment of debt, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager/book running lead manager/and or placement agents and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Board, in foreign currency and/or equivalent Indian Rupees as may be determined by the Board, or in any convertible foreign currency, as the Board in its absolute discretion may deem fit and appropriate (the “**Issue**”) and without requiring any further approval or consent from the shareholders at the time of such Issue and allotment.”

“**RESOLVED FURTHER THAT** the Equity Shares or Equity Shares arising pursuant to convertible securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT if any issue of Equity Shares is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of such Equity Shares, as may be decided by the Board shall be completed within a period of 365 days from the date of this resolution, or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

”RESOLVED FURTHER THAT the relevant date (where applicable) for the purpose of pricing the Securities, as eligible in accordance with applicable law, in case of a QIP or issuance of FCCBs/ADRs/GDRs shall be the date of the meeting in which the Board or any Committee duly authorised by the Board, decides to open the issue of such Securities, as eligible in accordance with applicable law, or FCCBs/ADRs/GDRs and the pricing shall be determined by the Board or any Committee duly authorised by the Board at or above the floor price determined on the basis of such formula and relevant date as provided under the Act, the SEBI ICDR Regulations, the FCCB Scheme, the GDR Scheme and other applicable laws, regulations and guidelines; in the event that convertible securities (as defined under the SEBI ICDR Regulations) are to be issued in the QIP, the relevant date for pricing of such convertible securities shall be either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board or such date as may be permitted under SEBI ICDR Regulations, as may be amended from time to time.”

“RESOLVED FURTHER THAT any issue of Equity Shares made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the **“QIP Floor Price”**), with the authority to the Board to offer a discount of not more than five percent or such percentage as permitted under applicable law on the QIP Floor Price.”

“RESOLVED FURTHER THAT in the event Equity Shares are proposed to be allotted to QIBs by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the proposed issue of such Equity Shares or any other date in accordance with applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead manager, underwriters, depositories, custodians, registrars, monitoring agency, escrow agent, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed for, involved in or concerned with the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to further sign, execute, deliver and complete all documentation on behalf of the Company in relation to the aforesaid resolutions, in connection with the Issue, to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft offer document(s) and final offer document(s), seeking listing of Securities and credit thereof, determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be allotted, determining the issue price, face value, execution of various transaction documents, signing of declarations, utilization of the issue proceeds, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board of Directors either by itself or through a special committee of the Board be and are hereby authorised to obtain approvals, statutory, contractual or otherwise, in relation to the Issue and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the foregoing resolutions and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

Notes:

1. The explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 thereto stating all material facts and reasons for the proposal set out in the resolutions are 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, August 15, 2025** (‘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 note that the Notice will also be available on the website of the Company 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. 12 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. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.
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. In terms of provisions of Sections 102, 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR, the Company has engaged the services of KFin to provide remote e-voting facility to its shareholders. Details regarding User ID and Password along with other instructions relating to remote e-voting are set out in Note No. 13 below.
8. The voting period for remote e-voting commences on **Friday, August 22, 2025 at 9:00 A.M. IST** and ends on **Saturday, September 20, 2025 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(s) 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 Scrutinizer will submit report to the Chairman or any person authorised by him upon completion of scrutiny of the votes cast through remote e-voting. The Scrutinizer's decision on the validity of votes cast will be final. 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 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. Saturday, September 20, 2025.
11. **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.
12. **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(s) 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, 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, India - 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 shareholders who have not registered their email addresses and mobile numbers and in consequence could not be served the Notice, may temporarily get themselves registered with KFin, by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobile/emailreg.aspx> for sending the same. Shareholders 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, Shareholders 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.
- 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. Shareholders who have registered their e-mail address, mobile numbers, 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.

13. General information and instructions relating to remote e-voting :

A. Remote e-voting through electronic means

- a) In compliance with the provisions of Section 108, 110 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 shareholders are provided with the facility to cast their vote electronically on the resolution set forth in this Notice (**‘remote e-voting’**) through the e-voting platform provided by KFin.
- 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 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.
- d) The details of the process and manner for remote e-voting are given below:
 - i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID.

However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Prism Johnson Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number of votes cast 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/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. Shareholder can cast their vote online from Friday, August 22, 2025 at 9.00 A.M. IST till Saturday, September 20, 2025 at 5.00 P.M. IST. Voting beyond the said date and time 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

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***

1. Type in browser/Click on the link:
<https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>.
2. Enter 8 Digit DP ID, 8 Digit Client ID, PAN No., Verification Code as shown on the screen and generate OTP.
3. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.
4. 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.
5. **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



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

1. ***Existing users who have opted for Easi/Easiest***

- i. Type in browser/Click on the link :
<https://web.cdslindia.com/myeasinew/home/loginorwww.cdslindia.com>.
- ii. Click on New System Myeasi.
- iii. Login to Myeasi option under quick login.
- iv. Login with 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 during the remote e-voting period.

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

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.: 1800 102 0990 and 1800 22 4430.	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. 022-62343625/26, 022-62343259.

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

Place : Mumbai
Date : August 20, 2025

Shailesh Dholakia
*Company Secretary &
Compliance Officer*

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EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out the material facts relating to the special resolution relating to Item No. 1 mentioned in the accompanying Notice.

Item No. 1

The Company is focused on strategic growth by means of enhanced volume, cost optimization and efficient project execution and is leveraging cost efficiency to improve margins. In view of future outlook and in order to augment long term resources, ensuring long term viability, working capital requirements, reduction of debt and for general corporate purposes and to ensure enhancing the Shareholder value, the Board of Directors of the Company ("**Board**") in its meeting held on August 7, 2025, had approved raising of fund / capital by issuance of securities i.e. equity shares and equity linked instruments, including convertible preference shares, non-convertible debt instruments along with warrants, fully convertible debentures, partly convertible debentures, or warrants entitling the warrant holder(s) to apply for equity shares, or any other eligible securities, Global Depository Receipts, American Depository Receipts or Foreign Currency Convertible Bonds, further public issue of equity/debt securities, and/or private placement and/or by way of one or more qualified institutions placement or preferential issue or a rights issue or through any other permissible mode under applicable laws, and/or any combination thereof, in one or more tranches and/or one or more issuances, for an aggregate amount not exceeding ₹ 500 Crores, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), as amended, and all other applicable laws, as may be considered appropriate, subject to such statutory /regulatory/other approvals as may be required, and use the proceeds from the Issue, towards *inter alia*, the pre-payment and / or repayment of debt, working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

Accordingly, as approved by the Board and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds / capital by way of issuance of equity shares of face value ₹10 ("**Equity Shares**"), and/or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants and/or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination thereof, in accordance with applicable law, in one or more tranches, and/or one or more issuances whether Rupee denominated or denominated in foreign currency, in the course of domestic and/or International offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager/book running lead manager, underwriters and/or other advisor(s) or otherwise, for an aggregate

amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under the SEBI ICDR Regulations, Section 42, 62, 71, 179 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable laws. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable laws and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager / book running lead manager, underwriters and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company. The proposed issue of Securities are subject to, *inter alia*, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE and National Stock Exchange (“**Stock Exchanges**”), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, Telangana at Hyderabad, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a qualified institutions placement:

- i. the allotment of Securities shall only be made to qualified institutional buyers (“**QIBs**”) as defined under SEBI ICDR Regulations;
- ii. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;
- iii. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- iv. the floor price will be calculated as per the formula prescribed under the SEBI ICDR Regulations;

- v. the “relevant date” for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the SEBI ICDR Regulations;
- vi. the equity shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- vii. an issuer shall be eligible to make a QIP if any of its promoters or directors is not a fugitive economic offender;
- viii. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- ix. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
- x. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
- xi. the schedule of the QIP will be as determined by the Board or its duly authorized committee; and
- xii. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the Notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other

applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. Equity Shares allotted or Equity Shares arising pursuant to convertible securities allotted pursuant to the Issue shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

The Securities to be issued and allotted would be listed on the Stock Exchanges. The offer/issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment(s) thereof (“FEMA”), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members. No change in control of the Company or its management of its business is intended or expected pursuant to the issuance of Securities as proposed hereinabove.

This notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The Board of Directors of the Company believes that the issue of Securities of the Company is in the interest of the Company and accordingly recommend the aforesaid resolution for the approval by the members as a special resolution.

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

Place : Mumbai
Date : August 20, 2025

Shailesh Dholakia
*Company Secretary &
Compliance Officer*

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