

SCRUTINIZER'S REPORT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To

The Chairman

Prism Johnson Limited

'Rahejas', Main Avenue, V P Road,
Santacruz (West), Mumbai – 400054
CIN: L26942TG1992PLC014033

Dear Sir,

Sub: Scrutiniser's Report on the voting by means of remote e-voting on the resolution set out in the Postal Ballot notice dated August 20, 2025

Pursuant to the resolution passed by the Board of Directors of Prism Johnson Limited (hereinafter called 'the Company') on **August 7, 2025**, I have been appointed as scrutinizer for the purpose of scrutinizing the voting by means of postal ballot only by remote e-voting process in a fair and transparent manner in respect of resolution as circulated in the postal ballot notice dated **August 20, 2025**.

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

Sr. No.	Description of Resolution
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

I report that the postal ballot notice dated August 20, 2025 together with the explanatory statement under Section 102 of the Companies Act, 2013 read with the relevant rules, 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 by MCA ('MCA Circulars'), Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

Regulations'), as amended, were sent via electronic mode only to those members whose e-mail addresses were registered with the Company/Registrar & Transfer Agent/Depositories/Depository Participants and whose names appeared in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on **Friday, August 15, 2025 ('cut-off date')**.

The Postal Ballot Notice was also placed on the website of the Company at <https://www.prismjohnson.in/> and on the website 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 Technologies Limited at <https://evoting.kfintech.com>. In compliance with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice, Special Business to be transacted as set out in the Postal Ballot Notice by remote e-voting process, registration of email address by the members holding shares in physical form and/or in demat mode and instructions for remote e-voting were published in "Business Standard", English Newspaper all India Edition, and in "Nava Telangana", Telugu Newspaper on August 22, 2025.

The Members of the Company holding equity shares as on the cut-off date i.e. Friday, August 15, 2025, were entitled to vote on the resolution as stated in the Notice of Postal Ballot.

The voting period for remote e-voting commenced on Friday, August 22, 2025, from 09:00 A.M (IST) till Saturday, September 20, 2025, 05:00 P.M (IST) both days inclusive. The votes cast by remote e-voting through remote e-voting facility provided by KFin Technologies Limited received up to September 20, 2025, 05:00 P.M (IST) were considered valid for scrutiny and the remote e-voting platform was blocked thereafter.

The remote e-voting platform of KFin Technologies Limited was unblocked thereafter by me in the presence of Mr. Pavan Kumar and Mr. Manoranjan, who are not in the employment of the Company / KFin Technologies Limited, as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014, who have signed in confirmation of the same.

On scrutiny of total number of votes cast, I report that 441 members cast their votes through remote e-voting for Special Resolution No. 1.

The details of the remote e-voting are as under:

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:

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

No. of members	No. of valid votes cast in favor of the Resolution	% of total no. of valid votes cast
385	42,14,47,110	99.90%

(ii) Voted **against** the resolution:

No. of members	No. of valid votes cast against the Resolution	% of total no. of valid votes cast
48	4,34,907	0.10%

(iii) ~~Invalid~~ & **Abstain** votes:

Total numbers of members whose votes were declared invalid / abstained	Total number of votes declared invalid / abstained
8	4177

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the Special Resolution No.1, as set forth in the Postal Ballot Notice dated August 20, 2025, has been passed by the Members with requisite majority. The Special Resolution is deemed as passed on the last date specified for e-voting, i.e., September 20, 2025.

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

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

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

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

Thanking you,
Yours faithfully,

for **Savita Jyoti Associates**
Company Secretaries

Savita Jyoti

CS Savita Jyoti

Practicing Company Secretary
CP No:1796; M No: FCS 3738
UDIN: F003738G001298108
Peer Review No: 1326/2021

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

Place: Hyderabad
Date: September 21, 2025

Witness 1:

Raman

Witness 2:

Murugesu

Countersigned by:

for **Prism Johnson Limited**

Sh. Shailesh Dholakia

Shailesh Dholakia
Company Secretary &
Compliance Officer

Place: Mumbai
Date: September 21, 2025