

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 March 16, 2026

Pursuant to the resolution passed by the Board of Directors of Prism Johnson Limited (hereinafter called 'the Company') on **March 2, 2026**, 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(s) as circulated in the postal ballot notice dated **March 16, 2026**.

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(s)
1.	Divestment of the Company's entire stake in Raheja QBE General Insurance Company Limited, a material unlisted subsidiary of the Company
2.	Appointment of Mr. Sanjaykumar Shivajee Roy (DIN: 10174959) as Director of the Company
3.	Appointment of Mr. Sanjaykumar Shivajee Roy as Whole-time Director, designated as Executive Director & CEO (RMC) of the Company

I report that the postal ballot notice dated March 16, 2026 together with the explanatory statement under Section 102 of the Companies Act, 2013 read with the relevant rules, General Circular No.3/2025 dated September 22, 2025 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

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, March 13, 2026 ('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 March 19, 2026.

The Members of the Company holding equity shares as on the cut-off date i.e. Friday, March 13, 2026, were entitled to vote on the resolutions as stated in the Notice of Postal Ballot.

The voting period for remote e-voting commenced on Thursday, March 19, 2026, from 09:00 A.M (IST) till Friday, April 17, 2026, 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 April 17, 2026, 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 371 members cast their votes through remote e-voting for Special Resolution No. 1.

On scrutiny of total number of votes cast, I report that 371 members cast their votes through remote e-voting for Ordinary Resolution No. 2.

On scrutiny of total number of votes cast, I report that 371 members cast their votes through remote e-voting for Special Resolution No. 3.

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

1. Divestment of the Company's entire stake in Raheja QBE General Insurance Company Limited, a material unlisted subsidiary of the Company:

(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
338	45,89,97,452	99.91%

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

No. of members	No. of valid votes cast against the Resolution	% of total no. of valid votes cast
32	3,96,171	0.09%

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

Total numbers of members whose votes were declared invalid/abstained	Total number of votes declared invalid /abstained
2	188

Further, pursuant to proviso to Regulation 37A(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, special resolution passed by the members to divest the Company's entire shareholding in Raheja QBE General Insurance Company Limited, a material unlisted subsidiary of the Company, shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceeds the votes cast by such public shareholders against the resolution. Accordingly, based on the reports generated from the e-voting portal of KFin Technologies Limited, I hereby submit the voting results of the votes cast by the public shareholders of the Company through e-voting on the above resolution as set out in Item No.1 of the Postal Ballot notice dated March 16, 2026 as under:

(i) Public Shareholders Votes 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
330	8,21,16,783	99.52%

(ii) Public Shareholders Votes **against** the resolution:

No. of members	No. of valid votes cast against the Resolution	% of total no. of valid votes cast
32	3,96,171	0.48%

(iii) Public Shareholders **Invalid & Abstain** votes:

Total numbers of members whose votes were declared invalid/abstained	Total number of votes declared invalid /abstained
2	188

Based on the aforesaid result, I report that the Special Resolution No.1 of the Postal Ballot Notice dated March 16, 2026, has been passed by the Members with requisite majority under the applicable provisions of the Companies Act, 2013 and Listing Regulations. The Special Resolution is deemed as passed on the last date specified for e-voting, i.e., April 17, 2026.

2. Appointment of Mr. Sanjaykumar Shivajee Roy (DIN: 10174959) as Director of the Company:

(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
341	45,92,03,524	99.96%

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

No. of members	No. of valid votes cast against the Resolution	% of total no. of valid votes cast
31	1,89,997	0.04%

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

Total numbers of members whose votes were declared invalid/abstained	Total number of votes declared invalid /abstained
4	290

As the number of votes cast in favour of the resolution is more than the number of votes cast against, I report that the Ordinary Resolution No.2, as set out in the Postal Ballot Notice dated March 16, 2026, has been passed by the Members with requisite majority. The Ordinary Resolution is deemed as passed on the last date specified for e-voting, i.e., April 17, 2026.

3. Appointment of Mr. Sanjaykumar Shivajee Roy as Whole-time Director, designated as Executive Director & CEO (RMC) of the Company:

(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
343	45,92,65,979	99.97%

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

No. of members	No. of valid votes cast against the Resolution	% of total no. of valid votes cast
28	1,27,444	0.03%

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

Total numbers of members whose votes were declared invalid/abstained	Total number of votes declared invalid /abstained
4	388

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.3, as set out in the Postal Ballot Notice dated March 16, 2026, 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., April 17, 2026.

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: F003738H000148498
Peer Review No: 1326/2021

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

Place: Hyderabad
Date: April 20, 2026

Witness 1: *Ravi*

Witness 2: *Murugesu*

Countersigned by:
for **Prism Johnson Limited**

Shailesh Dholakia

Shailesh Dholakia
Company Secretary &
Compliance Officer

Place: Mumbai
Date: April 20, 2026