

NOTICE

NOTICE IS HEREBY GIVEN that the Thirty Fourth Annual General Meeting of Prism Johnson Limited ("Company") will be held on Friday, August 7, 2026 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, 2026, 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, 2026, together with the Report of the Auditor thereon.

2. To appoint a Director in place of Mr. Vijay Aggarwal (DIN : 00515412), who retires by rotation and being eligible, offers himself for re-appointment as Director.

3. To appoint a Director in place of Mr. Raakesh Jain (DIN : 10711581), 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, 2027, 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. 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 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 Funds/ 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, pre-payment, 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.”

6. 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 amendment(s), statutory modification(s), variation(s) and/ or the rules and regulation framed thereunder, (“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 Gol, 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, Gol 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 members 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), 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 amount 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, stabilising 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 members 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 of Association 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 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 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 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 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 authorised 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 finalisation 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, finalisation 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, utilisation of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members 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 be and is 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 alteration(s) or modification(s) as it 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 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. 14 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 by email through its registered email address to savitajyotiassociates05@gmail.com with a copy to mohsin.mohd@kfintech.com.

5. **Despatch of Annual Report through Electronic Mode :**

In accordance with the applicable MCA Circulars, Regulation 36(1)(a) of SEBI LODR and other relevant provisions of the Act, Notice of the AGM along with the Annual Report 2025-26 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 2025-26 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 2025-26 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 2025-26 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 SS-2 issued by the Institute of Company Secretaries of India 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. Transfer of unpaid/unclaimed dividend and relevant shares to IEPF :

- (i) Members are requested to note that, dividends, if not encashed for a consecutive period of seven years 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"). All shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to IEPF.
- (ii) During the year, the Company has transferred unpaid/unclaimed interim dividend declared for FY 2018-19 along with relevant shares in respect of such unclaimed dividends to the IEPF in compliance with the provisions of the IEPF Rules. Further, the Company shall transfer unpaid/unclaimed interim dividend declared for FY 2019-20 along with relevant shares in respect of such unclaimed dividends to the IEPF on or before the due date. In accordance with the IEPF Rules and its amendments, the Company had send individual notice to all the members whose dividend and shares are due to be transferred to the IEPF to claim the same on or before August 31, 2026.

In view of this, Members are requested to approach the Company/RTA for claiming their unclaimed dividends yet to be transferred to IEPF, within the stipulated timeline.

- (iii) 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.
- (iv) Members whose dividend/shares are transferred to the IEPF can claim their dividend/shares from the IEPF by following the Refund Procedure as detailed on the website of IEPF.
- (v) Pursuant to the circular dated July 16, 2025 issued by the Investor Education and Protection Fund Authority ("IEPFA"), the Company participated in the "Saksham Niveshak – 100 Days Campaign" from July 28, 2025 to November 6, 2025 and undertook various awareness measures for members regarding claiming unpaid/unclaimed dividends and updation of KYC details, bank mandates, nomination and PAN to avoid transfer of shares/dividends to

IEPF via dissemination through Emails and SMS to members, hosting on the Company's website and dispatch of physical letters to concerned members.

- (vi) Further, pursuant to the communication dated March 27, 2026, IEPFA has initiated the Second 100 days Campaign "Saksham Niveshak" starting from April 1, 2026 to July 9, 2026 focusing on Members whose dividends remain unclaimed, with an emphasis on updation of members details, swift processing of dividend claims, to prevent transfer of shares/dividends to IEPF and enable members to claim their rightful entitlements.
- (vii) The IEPF Authority has additionally introduced an integrated digital platform to streamline claim processes and improve grievance redressal, accessible at <https://iepfa.gov.in/login#>. Members/claimant may also contact the Authority through the 24x7 Interactive Voice Response System ('IVRS') by dialing five-digit short code 14453. The IVRS support shall be available round the clock, while call centre can be reached from 9:30 a.m. to 5:30 p.m. (IST) Monday to Friday.

9. 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 applicable circulars SEBI 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; 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 (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.

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

- 10. 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 Master Circular (SEBI/HO/MIRSD/POD-1/P/CIR/2024/37) dated May 07, 2024, have launched an online application which can be accessed at <https://ris.kfintech.com> > Investor Services > Investor Support.

Members are requested 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>.

Senior Citizens - Investor Support : As a part of our RTA's initiative to enhance the investor experience for Senior Citizens, a dedicated cell has been newly 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

A dedicated Toll-free number for Senior Citizens can also be accessed at 1800-309-4006 for any queries or information.

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 : Members can use WhatsApp Number : (91) 910 009 4099 to avail bouquet of services.

KPRISM Mobile App (Android & iOS) :

RTA has introduced KPRISM, a mobile application available on Android and iOS platforms. The application can be downloaded from the Play Store and App Store and enables members to review their portfolio managed by KFin Technologies Limited by registering with their PAN and completing the verification process.

Post registration, members can access various functionalities including checking portfolio/holdings, IPO status, Demat/Remat requests, tracking general meeting schedules, downloading ISR forms, viewing live streaming of the AGM and lodging service requests, grievances and queries with the RTA. Members are encouraged to make use of this facility.

- 11. 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.

12. 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 Wednesday, August 5, 2026, 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 **Friday, July 31, 2026**, i.e. the 'cut-off' date for e-voting.

13. 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 members 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. Members 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 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. Members 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 are held in electronic form, or by contacting KFin, in case the shares are held in physical form.

14. 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 in 'FOR' and partially in 'AGAINST'; but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - ix. Multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.
 - xi. Corporate/institutional 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 savitajyotiassociates05@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 **Tuesday, August 4, 2026 (9.00 a.m.) till Thursday, August 6, 2026 (5.00 p.m.)**. 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 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 (91) 910 009 4099
 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.kfintech.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@kfintech.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 January 30, 2026 on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 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



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 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/Home/EasiRegistration> or <https://web.cdslindia.com/myeasitoken/Home/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: <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 Members (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 see e-voting option. Click on e-voting option and you will be re-directed to e-voting modules of NSDL/CDSL Depository site after successful authentication. Click on the e-voting link available against the Company name "Prism Johnson Limited" or select e-voting service provider "KFin" and you will be re-directed to the e-voting page of 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.: 1800-1020-990 / +91 -22-48867000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at Toll free No. 1800-2109-911

D. Instructions for Members for Attending the AGM

- i. The members can join the AGM through 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 EVEN 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.

E. Speaker Registration before the AGM :

- i. 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 Sunday, August 2, 2026 upto Wednesday, August 5, 2026.
- ii. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.
- iii. 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.
- iv. 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>.
- v. 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, Assistant Vice President at 040-67161562.

F. General Instructions :

- i. The Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practicing 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.

15. In order to simplify the process for credit of securities pursuant to investor service requests by reducing the timelines, risk of loss and pilferage, SEBI vide circular dated January 30, 2026 has done away with the requirement of issuance of Letter of Confirmation by the listed entities. Effective from April 2, 2026, listed entities/ RTAs will credit securities directly to an investor's demat account based on a Client Master List (CML), duly verified and attested by the Depository Participant ("DP"). The new direct credit mechanism is expected to reduce the time-line from 150 days to approximately 30 days. The move aligns with SEBI's broader agenda of modernising market infrastructure and strengthening investor protection through digital-first processes.
16. Pursuant to amendments to Regulation 40 of the SEBI LODR w.e.f April 1, 2019, shares can be transferred only in dematerialised form.

For investors who were unable to transfer their physical shares prior to April 1, 2019 due to various reasons including procedural or documentation related challenges, SEBI vide circular dated July 2, 2025 had opened special window from July 7, 2025 to January 6, 2026 to enable such investors to regularise and complete transfer-cum-dematerialisation of shares.

In order to further facilitate the investors to get rightful access to their securities, SEBI vide circular dated January 30, 2026 has opened another special window from February 5, 2026 to February 4, 2027 to enable such investors to regularise and complete transfer-cum-dematerialisation of shares. The special window shall also be available for such transfer requests which were submitted prior to April 1, 2019 and were rejected/ returned/not attended to due to deficiency in the documents/process/or otherwise.

Shares so transferred shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such shares shall not be transferred/lien-marked/pledged during the said lock-in period.

Cases involving disputes between transferor and transferee will not be considered in this window and may be settled by transferor and transferee through Court/NCLT process. Shares which have been transferred to Investor Education and Protection Fund (IEPF) shall not be considered under this window for processing.

The Company/RTA's shall process the transfer requests within 70 days from the date of receipt of request from the transferee with complete documentation.

In case members wish to avail this opportunity, they are requested to contact the Company's Registrar and Transfer Agent i.e. KFin Technologies Limited at their office at Selenium Building, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. For further information, please reach out at toll free no. 1800-309-4001 or email at einward.ris@kfintech.com.

For details of documents mandatorily required to be submit by the members are hosted on the website of the Company at <https://www.prismjohnson.in/special-window-for-transfer-cum-dematerialisation-of-physical-shares/>.

By Order of the Board

Shailesh Dholakia

Company Secretary &

Compliance Officer

Place : Mumbai

Date : July 13, 2026

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 the special business proposed at 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, 2027 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, 2027.

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

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, 2026, 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 7, 2025, 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 there under, to enable the Company to offer or invite subscriptions for NCDs upto an aggregate amount of ₹ 1,250 Crores (Rupees Twelve Hundred Fifty Crores only) 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. 5, 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. 5 of the Notice for approval by the members.

Item No.6

The Company is focused on strategic growth by means of enhanced volume, cost optimisation 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 members

value, the Board of Directors of the Company ("Board") in its meeting held on May 14, 2026, 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 Crores (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, Sections 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 authorised 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 authorised 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 members 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 of India ("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 authorised 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 members 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 dematerialised 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 recognised 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 authorised 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.

The members had earlier approved a similar resolution through Postal Ballot on September 20, 2025 which was valid for a period of one year. Accordingly, the fresh approval of the members is being sought by way of a Special Resolution under applicable provisions of the Companies Act, 2013 and the SEBI ICDR Regulations to enable the Company to raise funds by issuance of Securities, in one or more tranches, for an aggregate amount not exceeding ₹ 500 Crores, during the period of one year from the date of passing of this resolution as approved by the members from time to time.

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 authorised or where it is unlawful to do so.

The Board believes that the issue of Securities of the Company is in the interest of the Company and accordingly 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 13, 2026

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. Vijay Aggarwal	Mr. Raakesh Jain
DIN	00515412	10711581
Brief Resume	Mr. Aggarwal started his career with SBI Capital Markets Limited and has several years of experience in the manufacturing industry. Mr. Aggarwal was appointed as Managing Director on the Board since March 2010. He was the Managing Director and CEO of the erstwhile H. & R. Johnson (India) Limited since 1998, before it was amalgamated with the Company in the year 2010. In the past, Mr. Aggarwal had been a part of various associations in different capacities. He had served as the Chairman of Indian Council of Ceramic Tiles and Sanitaryware, as Vice Chairman of Ceramics and Allied Products (including Refractories) Panel at Capexil and as a Member of the Managing Committee of Bombay Chamber of Commerce and Industry.	Mr. Raakesh Jain has extensive experience of more than 31 years in the building material industry and has led various functions like Sales, Marketing, Logistics and Business transformation. His career began in Building Material Industry with Birla White – Indian Rayon Limited. He has held key leadership positions at prominent companies such as Ultratech Cement Limited, Lafarge India Private Limited and Nuvoco Vistas Corporation Limited. Before joining Prism he was 'Chief - Sales' (Cement and Value Added Products) with Nuvoco Vistas Corporation Limited. He joined the Company in October 2021 as Chief Operating Officer (Cement Division).
Age in years	58 years	53 years
Qualifications	Graduate from IIT Delhi with a B. Tech in Electrical Engineering and completed Post Graduate Diploma in Management (PGDM) from IIM, Ahmedabad.	Commerce Graduate from Devi Ahilya University and MBA Marketing from JNIBM, Vikram University.
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. Aggarwal shall be paid remuneration as per existing approved terms of Appointment.	Mr. Jain shall be paid remuneration as per existing approved terms of Appointment.
Details of remunerations last drawn	Mr. Aggarwal drew remuneration of ₹ 12 Crores during the financial year ended March 31, 2026 (for remuneration details, please refer the Corporate Governance Report).	Mr. Jain drew remuneration ₹ 3.36 Crores during the financial year ended March 31, 2026 (for remuneration details, please refer the Corporate Governance Report).
Date on which first appointed on the Board	March 3, 2010	August 17, 2024
Details of shareholding in the Company including shareholding as a beneficial owner	Nil	4000 equity shares of ₹ 10/- each.
Relationship with other Directors/ Key Managerial Personnel (if any)	None	None

Number of Board meetings attended during the financial year 2025-26	Seven (7)	Eight (8)
Directorships in Other Indian Companies (including listed Companies resigned in the past three years)	Listed company : - Aptech Limited (ceased to be a Non-executive Independent Director on completion of his second term with effect from close of business hours on March 31, 2024) Unlisted company : - Raheja QBE General Insurance Company Limited - Ardex Endura (India) Private Limited - Discovery Financial Services Private Limited - Indian Council of Ceramic Tiles and Sanitaryware	NIL
Chairmanship/Membership of Committees in other Indian Companies* (including listed Companies resigned in the past three years)	Raheja QBE General Insurance Company Limited Audit Committee – Member Aptech Limited Audit Committee (ceased as a Chairman w.e.f. March 31, 2024)	NIL

**Includes Chairmanship/Membership in the Audit Committee and Stakeholder's Relationship Committee, in line with Regulation 26 of the Listing Regulations.*