

MATSYAGANDHA INVESTMENTS & FINANCE PRIVATE LIMITED

CIN NO. U65990MH1990PTC056736

RAHEJAS, Corner of Main Avenue & V.P. Road, Santacruz (West), Mumbai - 400 054.

Tel: 6695 1111. Fax: 6694 2922 Email : corporate@rraheja.com

10th March 2023

To:

(1)

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400001

Maharashtra

(2)

National Stock Exchange of India Limited

Exchange Plaza, Block G

C1, Bandra Kurla Complex

Bandra (East), Mumbai – 400051

Maharashtra

(3)

Prism Johnson Limited

305, Laxmi Niwas Apartments

Ameerpet

Hyderabad – 500016

Telangana

Dear Sir

Sub: Disclosure in compliance with Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In accordance with the requirements of Regulation 29(1) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we enclose our disclosure in prescribed format, in respect of Prism Johnson Limited (Target Company).

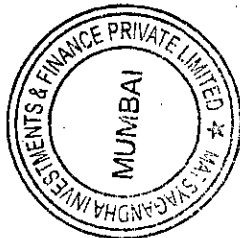
We request you to please take the disclosure on record.

For Matsyagandha Investments And Finance Private Limited


Roselyn Chettiar

Director

DIN : 06716046

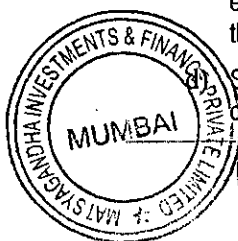


Encl.: As above

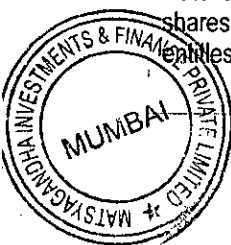
Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Prism Johnson Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	(i) Matsyagandha Investments And Finance Private Limited (Acquirer) (ii) Mr. Rajan Raheja (iii) Mrs. Suman Raheja (iv) Mr. Akshay Raheja (v) Mr. Viren Raheja (vi) Bloomingdale Investment & Finance Private Limited (vii) R Raheja Properties Private Limited (viii) Hathway Investments Private Limited (ix) Peninsula Estates Private Limited (x) Varahagiri Investments & Finance Private Limited (amalgamated into the Acquirer) (xi) Mr. Satish Raheja.		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited; and BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	37,68,81,169 equity shares	74.87%	74.87%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	37,68,81,169 equity shares	74.87%	74.87%
Details of acquisition	In respect of a)	In respect of a)	In respect of a)
a) Shares carrying voting rights acquired	i) 2,32,21,148 equity shares held by Varahagiri Investment & Finance Private Limited	(i) 4.61%	(i) 4.61 %
b) VRs acquired otherwise than by equity shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired			
Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			



e) Total (a+b+c+/-d)	Total: 2,32,21,148 equity shares	Total: 4.61%	Total: 4.61%
	N.A. in respect of b), c) and d)	N.A. in respect of b), c) and d)	N.A. in respect of b), c) and d)
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	37,68,81,169 equity shares	74.87%	74.87%
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	37,68,81,169 equity shares	74.87%	74.87%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	As a result of composite scheme of arrangement and amalgamation, among others, Varahagiri Investment & Finance Private Limited got amalgamated into Matsyagandha Investments And Finance Private Limited (Acquirer) pursuant to an order of the Hon'ble NCLT, Mumbai and its subsequent filings with ROC having effective date of 10th March 2023. Note: There is no change in the aggregate shareholding of acquirer and PAC as a result of the aforesaid amalgamation necessitating a disclosure under Regulation 29(1) and Regulation 29(2) read with Regulation 28(1). However, as a matter of abundant caution a disclosure is being made. Further, it may be noted that the acquirer (i.e. Matsyagandha Investments And Finance Private Limited) and Varahagiri Investments & Finance Private Limited are entities within the same group. In addition, acquirer (i.e. Matsyagandha Investments And Finance Private Limited) and Varahagiri Investments & Finance Private Limited have been disclosed as promoters of Prism Johnson Limited during the relevant period prior to the sanction of the composite scheme of arrangement and amalgamation by the Hon'ble National Company Law Tribunal at Mumbai.		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	N.A.		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	10 th March, 2023 being the effective date of merger/ amalgamation of Varahagiri Investments & Finance Private Limited		



Equity share capital / total voting capital of the TC before the said acquisition	50,33,56,580 equity shares
Equity share capital/ total voting capital of the TC after the said acquisition	50,33,56,580 equity shares
Total diluted share/voting capital of the TC after the said acquisition	50,33,56,580 equity shares

For **MATSYAGANDHA INVESTMENTS AND FINANCE PRIVATE LIMITED**


ROSELYN CHELTAR
 Director
 DIN : 06716046



Place: Mumbai
 Date: 10TH March, 2023

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Part-B*****Name of the Target Company: PRISM JOHNSON LIMITED**

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the group acquirer belongs to Promoter/	PAN of the acquirer and/ or PACs
(i) Hathway Investments Private Limited (ii) Matsyagandha Investments And Finance Private Limited (Acquirer) (iii) Mr. Rajan Raheja (iv) Mrs. Suman Raheja (v) Mr. Akshay Raheja (vi) Mr. Viren Raheja (vii) Peninsula Estates Private Limited (viii) Bloomingdale Investment & Finance Private Limited (ix) Varahagiri Investments & Finance Private Limited (x) R Raheja Properties Private Limited (xi) Mr. Satish Raheja	YES	

For Matsyagandha Investments And Finance Private Limited


ROSELYN CHETTIAR
Director
DIN : 06716046



Place: Mumbai

Date: 10th March 2023**Note:**

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.