

Ref : Postal Ballot Notice

February 27, 2025

The National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.	BSE Limited, Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai – 400 023.
Code : PRSMJOHNSN	Code : 500338

Dear Sir/Madam,

### **Sub. : Notice of Postal Ballot**

In furtherance to disclosure made by the Company on February 6, 2025 and pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), please find enclosed a copy of the Postal Ballot Notice ('the Notice') dated February 27, 2025 together with the Explanatory Statement thereto and instructions for remote e-voting, seeking approval of the shareholders of the Company by way of special resolutions through remote electronic voting process ('remote e-voting') for re-appointment of :

- Mr. Vijay Aggarwal (DIN : 00515412) as Managing Director of the Company.
- Mr. Sarat Kumar Chandak (DIN : 06406126) as Whole-time Director designated as Executive Director & CEO (HRJ) of the Company.

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the Notice is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company or its Registrar & Transfer Agent/Depositories/Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company or its Registrar & Transfer Agent or Depositories as at the close of business hours on **Friday, February 21, 2025 ('the Cut-off date')**. Shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on the Cut-off date shall be eligible for the purpose of remote e-voting.

In compliance with applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India read with Regulation 44 of SEBI LODR, the manner of voting on the proposed resolutions is restricted only to remote e-voting



**PRISM JOHNSON LIMITED**

The Company has engaged services of KFin Technologies Limited ('KFin') to provide remote e-voting facility to its shareholders. The remote e-voting period shall commence from **9:00 a.m. IST on Friday, February 28, 2025 and ends at 5.00 p.m. IST on Saturday, March 29, 2025**. The e-voting module shall be disabled by KFin thereafter. The results of the Postal Ballot through remote e-voting will be announced within 2 working days from the conclusion of the remote e-voting.

The Notice along with the explanatory statement and instructions for remote e-voting is available on the website of the Company at [www.prismjohnson.in](http://www.prismjohnson.in) and website of KFin at <https://evoting.kfintech.com>.

Kindly take the above on record and acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For **PRISM JOHNSON LIMITED**

SHAILESH DHOLAKIA  
Company Secretary &  
Compliance Officer

Encl. : As Above



**PRISM JOHNSON LIMITED**

**CIN : L26942TG1992PLC014033**

*Registered Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016*

*Phone : +91-40-23400218; Fax : +91-40-23402249*

*e-mail : investor@prismjohnson.in; website : www.prismjohnson.in*

*Corporate Office : Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054*

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**POSTAL BALLOT NOTICE**

Dear Shareholders,

**NOTICE IS HEREBY GIVEN**, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), read with the General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA'), in continuation to the circulars issued earlier in this regard ('MCA Circulars'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') as may be amended from time to time, and subject to other applicable rules, laws, regulations, and notifications that the special resolutions appended below for the re-appointment of Mr. Vijay Aggarwal (DIN : 00515412) as Managing Director and Mr. Sarat Kumar Chandak (DIN : 06406126) as Whole-time Director designated as Executive Director & CEO (HRJ) of Prism Johnson Limited ('the Company') are proposed for approval of the shareholders of the Company through Postal Ballot, by remote e-voting only through electronic process ('remote e-voting').

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

The Board of Directors of the Company has appointed Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad, as the Scrutiniser for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company is sending this Notice only in electronic form to those shareholders whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ('RTA')/ Depositories/ Depository Participants and shareholders can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this Postal Ballot Notice ('Notice') to cast their vote electronically. Shareholders are requested to cast their vote through the remote e-voting

process not later than 5.00 P.M. IST on Saturday, March 29, 2025 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder(s).

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

Accordingly, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Notice.

A copy of this Notice and the accompanying documents are also placed on the website of the Company at [www.prismjohnson.in](http://www.prismjohnson.in) and will also be available on the website of BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of KFin Technologies Limited ('KFin'/'RTA') at <https://evoting.kfintech.com/>.

The Scrutiniser will submit her report to the Chairman or any person authorised by him upon completion of scrutiny of the votes cast through remote e-voting. The results of Postal Ballot through remote e-voting will be declared within two working days from the conclusion of the remote e-voting and will be displayed along with the Scrutiniser's Report at the Registered Office as well as Corporate Office of the Company, communicated to the Stock Exchanges and would also be uploaded on the Company's website at [www.prismjohnson.in](http://www.prismjohnson.in) and on the website of KFin at <https://evoting.kfintech.com/>.

### **Special Business :**

#### **1. Re-appointment of Mr. Vijay Aggarwal (DIN: 00515412) as Managing Director of the Company.**

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and the Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded to the re-appointment of Mr. Vijay Aggarwal (DIN : 00515412) as Managing Director of the Company, a Key

Managerial Personnel within the meaning of the Act, for the period, terms as to remuneration and conditions as set out hereunder and in the Agreement to be entered into by the Company with him, with full liberty to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination and Remuneration Committee of the Board), in accordance with the statutory limits/approvals as may be applicable, to revise/alter/modify/amend/ change the terms and conditions of the Agreement, from time to time, as may be agreed to by the Board and Mr. Aggarwal.

**1. Period:**

Three years with effect from March 3, 2025.

**2. Remuneration:**

- (i) Remuneration, by way of salary, perquisites, incentives, allowances, and commission, which together shall not, in any financial year, exceed ₹ 20 Crores (Rupees Twenty Crores only), as may be decided by the Board from time to time.
- (ii) In addition, Mr. Aggarwal shall be entitled to the following:
  - (a) Company's contribution to provident fund, superannuation fund or annuity fund to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961;
  - (b) gratuity/ex-gratia at a rate not exceeding half a month's salary for each completed year of service;
  - (c) encashment of leave at the end of the tenure, payable as per the rules of the Company;
  - (d) Reimbursement of expenses at actuals, reimbursement of club membership fees upto three clubs, travelling and all other expenses incurred by him for the business of the Company and such other expenses as per the policy of the Company;
  - (e) A car for official purposes which shall not be included in the calculation of perquisites; and
  - (f) Insurance coverage as per Company's policy.

“RESOLVED FURTHER THAT notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Act are exceeded in any financial year(s), during the currency of tenure of Mr. Aggarwal as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Aggarwal, as minimum remuneration.”

“RESOLVED FURTHER THAT the Board 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 authorities 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 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 and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**2. Re-appointment of Mr. Sarat Kumar Chandak (DIN: 06406126) as Whole-time Director designated as Executive Director & CEO (HRJ) of the Company.**

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and the Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded to the re-appointment of Mr. Sarat Kumar Chandak (DIN : 06406126) as Whole-time Director designated as Executive Director & CEO (HRJ) of the Company, a Key Managerial Personnel within the meaning of the Act, for the period, terms as to remuneration and conditions as set out hereunder and in the Agreement to be entered into by the Company with him, with full liberty to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to revise/alter/modify/amend/change the terms and conditions of the Agreement, from time to time, as may be agreed to by the Board and Mr. Chandak.

**1. Period:**

Three years with effect from March 3, 2025.

**2. Remuneration:**

- (i) Remuneration, by way of salary, perquisites, incentives, allowances and commission, which together shall not, in any financial year, exceed ₹ 8 Crores (Rupees Eight Crores only), as may be decided by the Board from time to time.
- (ii) In addition, Mr. Chandak shall be entitled to the following:
  - (a) Company's contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
  - (b) gratuity/ex-gratia at a rate not exceeding half a month's salary for each completed year of service;
  - (c) encashment of leave at the end of the tenure, payable as per the rules of the Company;
  - (d) Reimbursement of Expenses: Entertainment, travelling and all other expenses incurred by him for the business of the Company and such other expenses as per the policy of the Company; and
  - (e) A car for official purposes which shall not be included in the calculation of perquisites.

“RESOLVED FURTHER THAT notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Act are exceeded in any financial year(s), during the currency of tenure of Mr. Chandak as Executive Director & CEO (HRJ) of the Company, the above mentioned remuneration be paid to Mr. Chandak, as minimum remuneration.”

“RESOLVED FURTHER THAT the Board 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 authorities 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 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 and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**Notes:**

1. The explanatory statement pursuant to Sections 102 and 110 of the Act read with the Rules thereto stating all material facts and reasons for the proposal set out in the resolutions are annexed herewith. Further, additional information as required under SEBI LODR and Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are also annexed herewith.
2. The Notice along with the instructions regarding remote e-voting is being sent only by email to all the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on **Friday, February 21, 2025 ('Cut-off date')** and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar & Transfer Agent, KFin Technologies Limited ('KFin'/'RTA').
3. Shareholders may note that the Notice will also be available on the Company's website at <https://www.prismjohnson.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin at <https://evoting.kfintech.com>. As per the MCA Circulars, the Company will not be despatching physical copies of Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to any shareholder for this Postal Ballot.
4. Those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the due procedure as stated in Note No. 13 of this Notice.
5. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will be considered for the purpose of remote e-voting in proportion to their shares in the paid-up Equity Share capital of the Company as on the Cut-off date. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.
6. Shareholders cannot exercise votes by proxy on Postal Ballot. A shareholder need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
7. In terms of provisions of Sections 102, 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI LODR, the Company has engaged the services of KFin Technologies Limited ("KFin") to provide remote e-voting facility to its shareholders. Details regarding User ID and Password along with other instructions relating to remote e-voting are set out in Note No. 14 below.

8. The voting period for remote e-voting commences on **Friday, February 28, 2025 at 9:00 A.M. IST** and ends on **Saturday, March 29, 2025 at 5.00 P.M. IST**. During this period, the shareholders holding equity shares either in physical form or in dematerialised form, as on the Cut-off date, may cast their vote(s) electronically. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently or cast the vote again.
9. The results of the remote e-voting declared along with the report of the Scrutiniser shall be placed on the website of the Company at [www.prismjohnson.in](http://www.prismjohnson.in) and on the website of KFin at <https://evoting.kfintech.com> and shall be communicated to BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed and shall also be displayed at the Registered Office as well as at the Corporate Office of the Company.
10. The Scrutiniser's decision on the validity of the Postal Ballot remote e-voting shall be final.
11. The resolutions, if passed by the requisite majority through the Postal Ballot remote e-voting, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Saturday, March 29, 2025.
12. **Procedure for Inspection of Documents :** All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on [investor@prismjohnson.in](mailto:investor@prismjohnson.in).
13. **Procedure for registering the email address and obtaining the Notice and remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form) :**
  - i. Those shareholder(s) who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
    - a. shareholder holding shares in demat form can get their e-mail address registered by contacting their respective Depository Participant.
    - b. shareholder holding shares in physical form, who have not registered/updated their e-mail address and/or KYC details, may register their aforesaid details by submitting relevant ISR Forms duly filled and signed along with requisite supporting documents as prescribed by SEBI (<https://ris.kfintech.com/clientservices/isc/sebi.aspx>) to KFin at

Selenium Building, Tower-B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

The aforesaid ISR forms can be accessed from the website of the Company at <https://www.prismjohnson.in/updation-of-kyc-details/> and the website of RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

- ii. Shareholder who hold shares in identical names and in the same order of names in more than one folios are requested to write to the Company/RTA to consolidate their holdings in one folio.
- iii. Shareholder who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant, in case of shares held in electronic form, or by contacting KFin, in case the shares are held in physical form.

#### **14. General information and instructions relating to remote e-voting :**

##### **A. Remote e-voting through electronic means**

- a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Rules, SS-2 and Regulation 44 of the SEBI LODR read with MCA Circulars and circular issued by SEBI on e-voting facility provided by the Listed Entities dated July 11, 2023, the shareholders are provided with the facility to cast their vote electronically on the resolutions set forth in this Notice (**'remote e-voting'**) through the e-voting platform provided by KFin.
- b) The shareholders, whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date are entitled to vote on the Resolutions set forth in this Notice.
- c) The details of the process and manner for remote e-voting are given below :
  - i. Initial password is provided in the body of the email.
  - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Prism Johnson Limited.
- viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number of votes cast in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- ix. Multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions.
- xi. Corporate/institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/power of attorney/authority letter etc., to the Scrutiniser through email at [sja.pjltd@gmail.com](mailto:sja.pjltd@gmail.com) and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'PRISM\_EVEN'.
- xii. Shareholder can cast their vote online from Friday, February 28, 2025 at 9.00 A.M. IST till Saturday, March 29, 2025 at 5.00 P.M. IST. Voting beyond the said date and time shall not be allowed and the remote e-voting facility shall be disabled.
- xiii. Once the vote on a resolution is cast, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.

- xiv. In case of any queries/grievances related to e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com> or contact KFin on toll free number 1800-309-4001 for any further clarifications or contact Mr. Mohsin Uddin, Senior Manager, KFin Technologies Limited, Selenium Building, Tower-B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032, e-mail : [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com), who will also address the grievances connected with the voting by electronic means. Shareholders may also write to the Company Secretary at [investor@prismjohnson.in](mailto:investor@prismjohnson.in).

## **B. Procedure to login through websites of Depositories**

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

### **a. National Securities Depository Limited (‘NSDL’)**

#### **1. *User already registered for IDeAS facility***

- i. Type in the browser/Click on the following e-Service link: <https://eservices.nsdl.com>.
- ii. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.
- iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”.
- iv. Click on company name: “Prism Johnson Limited” or e-voting service provider “KFin” and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

#### **2. *User not registered for IDeAS e-Services***

- i. To register type in the browser / click on link: <https://eservices.nsdl.com> .
- ii. Select “Register Online for IDeAS” or click on: <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> .
- iii. Proceed to complete registration with the required fields.
- iv. On successful registration, please follow steps given under Sr. No. 1 to cast your vote.

3. ***By visiting the e-voting website of NSDL***
  - i. Type in browser/Click on the link: <https://www.evoting.nsdl.com>.
  - ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.
  - iii. On the login page enter User ID (i.e. 16-digit demat account number held with NSDL, starting with IN), Password/OTP and a Verification Code as shown on the screen.
  - iv. 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.
4. **Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.**

**NSDL Mobile App is available on**



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

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

- i. Type in browser/Click on the link :  
<https://web.cdslindia.com/myeasinew/home/loginorwww.cdslindia.com>.
- ii. Click on New System Myeasi.
- iii. Login with User ID and password.
- iv. Option will be made available to reach e-voting page without any further authentication.
- v. Click on e-voting link available against the Company name: “Prism Johnson Limited” or select e-voting service provider “KFin” and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

**2. User not registered for Easi/Easiest**

- i. Option to register is available at :  
<https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>.
- ii. Proceed to complete registration with the required fields.
- iii. On successful registration, please follow steps given under Sr. No.1 to cast your vote.

**3. By visiting the e-voting website of CDSL**

- i. Type in browser / Click on the link :  
URL : <https://evoting.cdslindia.com/Evoting/EvotingLogin>.
- ii. Provide demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account.
- iv. Click on e-voting link available against the Company name: “Prism Johnson Limited” or select e-voting service provider “KFin” and you will be re-directed to e-voting page of KFin for casting the vote during the remote e-voting period.

**Individual Shareholders (holding securities in demat mode) login through their Depository Participants.**

Individual Shareholder can also login using the login credentials of his / her demat account through Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Individual Shareholder will be able to see e-voting option. Click on e-voting option and Individual Shareholder 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 Individual Shareholder will be re-directed to the e-voting page of KFin for casting vote during the remote e-voting period.

**Important note**

Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

<b>Shareholders facing any technical issue - NSDL</b>	<b>Shareholders facing any technical issue - CDSL</b>
Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free No. 1800-1020-990 /+91-22-48867000.	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at Tel. No. +91-22-23058738 or +91-22-23058542-43 or toll free No. 1800-225-533.

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

Place : Mumbai  
Date : February 27, 2025

Shailesh Dholakia  
*Company Secretary &  
Compliance Officer*

*Registered Office :*  
305, Laxmi Niwas Apartments,  
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CIN : L26942TG1992PLC014033

**EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and circulars issued thereunder 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 resolutions relating to Item No. 1 & 2 respectively mentioned in the accompanying Notice.

**Item No. 1 & 2**

The shareholders of the Company through postal ballot voting held on March 21, 2022 had re-appointed Mr. Vijay Aggarwal (DIN : 00515412) as Managing Director and Mr. Sarat Kumar Chandak (DIN : 06406126) as Whole-time Director designated as Executive Director & CEO (HRJ) of the Company for a period of 3 (three) years w.e.f. March 3, 2022 and accordingly their tenure is completing on March 2, 2025.

Considering the performance of Mr. Vijay Aggarwal and Mr. Sarat Kumar Chandak vis-à-vis performance and overall growth of the HRJ business and the Company and based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders of the Company, the Board of Directors at its meeting held on February 6, 2025 has re-appointed Mr. Vijay Aggarwal as Managing Director and Mr. Sarat Kumar Chandak as Whole-time Director designated as Executive Director & CEO (HRJ) of the Company for a period of three years with effect from March 3, 2025.

**Information in terms of provision of Section II of Part II of Schedule V to the Companies Act, 2013 and information pursuant to Regulation 36(3) of the SEBI LODR .****I. General Information :****(1) Nature of Industry**

Manufacture of Cement, Tiles, Bath Fittings and Ready Mixed Concrete.

**(2) Date or expected date of commencement of commercial production**

The Company was incorporated on March 26, 1992 and commenced production in September 1997.

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**

Not applicable

**(4) Financial performance based on given indicators**

₹ Crores

<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
Total Income	7,107.85	6,744.84	5,603.72
Total Expenses	7,154.93	6,822.18	5,438.60
Exceptional Items	(242.55)	6.84	8.99
Profit/(Loss) Before Tax	195.47	(84.18)	174.11
Profit/(Loss) After Tax	190.25	(58.86)	133.25
Networth	1505.34	1,319.74	1,383.22

**(5) Foreign investments or collaborators, if any**

- There are no foreign collaborators.
- The equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited. The foreign holding in the Company as on December 31, 2024 is 4%.

**II. Information about the appointee :****A. Mr. Vijay Aggarwal****(1) Background Details**

Mr. Vijay Aggarwal, aged 56 years, 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, he had been a part of various associations in different capacities. He had served as the Chairman of Indian Council of Ceramic Tiles and Sanitary ware, 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. Aggarwal graduated from IIT Delhi with a B. Tech in Electrical Engineering and completed Post Graduate Diploma in Management (PGDM) from IIM, Ahmedabad, where he was conferred the Gold Medal for being the first ranker and K. V. Srinivas Gold Medal for being the best all-rounder. He started his career with SBI Capital Markets Limited and has several years of experience in the manufacturing industry.

Mr. Aggarwal is a member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee and Chairman of the Risk Management Committee and Securities Allotment & Transfer Committee of the Company.

Mr. Aggarwal is also on the Board of Ardex Endura (India) Private Limited, Discovery Financial Services Private Limited, Raheja QBE General Insurance Company Limited and Indian Council of Ceramic Tiles & Sanitary ware. He is member of Audit Committee and Risk Management Committee and the Chairman of Investment Committee of Raheja QBE General Insurance Company Limited.

**(2) Past Remuneration**

The remuneration paid to Mr. Aggarwal for financial year 2023-24 was ₹ 10.80 Crores.

**(3) Recognition or awards**

He was conferred the Gold Medal for being the first ranker and K. V. Srinivas Gold Medal for being the best all-rounder in Post Graduate Diploma in Management (PGDM) from IIM, Ahmedabad.

**(4) Job profile and his suitability**

Mr. Aggarwal, as the Managing Director of the Company, is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Aggarwal.

**B. Mr. Sarat Kumar Chandak****(1) Background Details**

Mr. Sarat Kumar Chandak, aged 54 years, was appointed as Whole-time Director designated as Executive Director & CEO (HRJ) since March 2019. He joined the Company in November 2018 as Chief Executive Officer (HRJ).

Mr. Chandak has done his B.Sc. (Hons) from Sambalpur University, Post Graduate Diploma in Systems Management, NIIT – Nagpur and MBA (Marketing) from Pune University. He has rich and varied experience of more than 30 years, with in-depth business insight and knowledge of the building materials industry, especially the tiles industry.

Mr. Chandak is a member of the Risk Management Committee, Corporate Social Responsibility Committee and Securities Allotment & Transfer Committee of the Company.

Mr. Chandak is also on the Board of Ardex Endura (India) Private Limited, Indian Council of Ceramic Tiles & Sanitary ware and Coral Gold Tiles Private Limited.

**(2) Past Remuneration**

The remuneration paid to Mr. Chandak for financial year 2023-24 was ₹ 3.72 Crores.

**(3) Recognition or awards**

None

**(4) Job profile and his suitability**

Mr. Chandak, as the Executive Director & CEO (HRJ) of the Company, is responsible for the general conduct and management of the business and affairs of H & R Johnson (India) Division of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company and the Managing Director of the Company. In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Chandak.

**C. Other details**

**(5) Remuneration proposed**

To be decided by the Nomination and Remuneration Committee/Board from time to time within the overall remuneration as stated in the resolution and approved by the shareholders.

**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

Considering the general industry practices, the specific Company profile, knowledge, skills, insights, vast business experience and responsibilities shouldered by Mr. Aggarwal & Mr. Chandak, the remuneration recommended by the Nomination and Remuneration Committee/Board is in line with industry standards and is fair and reasonable.

**(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, or other Director, if any**

Except for the remuneration payable to them, there is no direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.

**III. Other information :**

Basis the last audited financial statement as of March 31, 2024, the information w.r.t. to the following is as under :

**(1) Reasons of loss or inadequate profits :**

For the year 2023-24 the Company earned net profit after tax of ₹ 190.25 Crores, including an exceptional pre-tax gain of ₹ 242.55 Crores. Adjusting for this one-time gain, the Company has made inadequate profits primarily due to sluggish demand and increase in costs, which adversely impacted the margin during the year 2023-24.

**(2) Steps taken or proposed to be taken for improvement :**

The Company has prioritised cost optimisation efforts over the past few years and identified various methods to reduce costs and enhance profitability. This includes an increase in the usage of Alternative Fuel & Raw materials, a dynamic mix of coal and pet-coke, increasing fly ash utilisation, etc. Further, the Company is investing in setting up a captive wind power project aggregating to 24 MW power supply to the cement plant of the Company at Satna, Madhya Pradesh by second half of FY2025-26. Recently, the Company completed installation of 8 MW of solar power capacity, which is awaiting regulatory approvals.

Further, the Company has modernised its tile manufacturing plant located in Vijayawada, Andhra Pradesh, which will be more efficient and produce tiles that are in line with current market trends.

The Company also focussed on implementing several cost saving initiatives in its Prism RMC Division to optimise fleet and pump efficiency, which will help in improving operating profit margins.

**(3) Expected increase in productivity and profits in measurable terms :**

The Company expects the above initiatives to yield positive results in future. To further augment profitability, the Company continued to pursue its strategy of premiumisation and launch of premium products. By expanding the product portfolio and targeting higher sale of premium products, the Company expects to achieve increased sales and better margins in the medium term.

**IV. Disclosures**

- i. Mr. Aggarwal & Mr. Chandak do not hold any securities of the Company.

- ii. Mr. Aggarwal & Mr. Chandak possess post-graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.
- iii. Mr. Aggarwal & Mr. Chandak are not related to any of the Directors on the Board.
- iv. The appointment may be terminated at any time by either party giving six months' notice of such termination to the other party.
- v. The Company does not pay any bonus, severance fee and no stock options have been granted to the Managing Director/Executive Director & CEOs.
- v. Mr. Aggarwal and Mr. Chandak do not have any interest in the capital of the Company or any of its subsidiaries directly or indirectly or through any other statutory structures and do not have any direct or indirect interest nor are related to the directors or promoters of the Company or any of its subsidiaries at any time during the last two years before or on the date of appointment.
- vi. The Managing Director and Whole-time Director shall not be entitled for the fees for attending meeting of the Board of Directors or Committees.

Mr. Aggarwal & Mr. Chandak satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment. Mr. Aggarwal & Mr. Chandak are not disqualified from being appointed as a Director in terms of Section 164 of the Act and are not debarred from holding the office of director by virtue of any SEBI order or any other such authority. They have given their consent for re-appointment.

The Directors are of the view that the Company would benefit/continue to be benefited by the experience and guidance of Mr. Aggarwal & Mr. Chandak.

Draft agreements proposed to be entered into with Mr. Aggarwal & Mr. Chandak setting out the terms and conditions shall be open for inspection by the shareholders as per the details provided in this Notice.

Pursuant to Regulation 17(1C) of the SEBI LODR, approval of Shareholders for appointment of a person on the Board of Directors of a company is required to be obtained, either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board, considering the qualification, experience and expertise of Mr. Aggarwal & Mr. Chandak, recommends the Special Resolutions as set out at Item No. 1 & 2 respectively of the Notice for approval of the shareholders.

Details of Mr. Aggarwal & Mr. Chandak are provided in the “Annexure” to the Notice pursuant to the provisions of the SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India.

Except for Mr. Aggarwal & Mr. Chandak, who may be deemed to be interested in their respective appointments, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, deemed to be concerned or interested, financially or otherwise, in these item of business.

This statement may also be regarded as an appropriate disclosure under the Act, SEBI LODR and SS-2 issued by the Institute of Company Secretaries of India.

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

Place : Mumbai  
Date : February 27, 2025

Shailesh Dholakia  
*Company Secretary &  
Compliance Officer*

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website: [www.prismjohnson.in](http://www.prismjohnson.in)  
CIN : L26942TG1992PLC014033

**Annexure**

**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 :**

<b>Name of the Director</b>	Mr. Vijay Aggarwal	Mr. Sarat Kumar Chandak
<b>DIN</b>	00515412	06406126
<b>Brief Resume</b>	Refer the details given in the explanatory statement	Refer the details given in the explanatory statement
<b>Age in years</b>	56 years	54 years
<b>Qualifications</b>	Graduate from IIT Delhi with a B. Tech in Electrical Engineering and Post Graduate Diploma in Management (PGDM) from IIM, Ahmedabad.	B.Sc. (Hons), Post Graduate Diploma in Systems Management, NIIT - Nagpur and MBA (Marketing) from Pune University.
<b>Brief profile including experience and expertise in specific functional area</b>	Refer the details given in the explanatory statement	Refer the details given in the explanatory statement
<b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	<ul style="list-style-type: none"> <li>• Ability to think strategically</li> <li>• Analyse key financial statements</li> <li>• Safeguard the interest of the Company</li> <li>• Knowledge and practical experience in best practices pertaining to transparency, accountability corporate governance keeping in view the best interest of all stakeholders.</li> <li>• Broad range of commercial / business experience</li> <li>• Technical/Industrial Skills - Knowledge of</li> </ul>	<ul style="list-style-type: none"> <li>• Ability to think strategically</li> <li>• Analyse key financial statements</li> <li>• Safeguard the interest of the Company</li> <li>• Knowledge and practical experience in best practices pertaining to transparency, accountability corporate governance keeping in view the best interest of all stakeholders.</li> <li>• Broad range of commercial / business experience</li> <li>• Technical/Industrial Skills - Knowledge of</li> </ul>

	<p>and experience in the building material industry/cement/ ready mixed concrete/tile and bath industry/infrastructure industry, experience in marketing products and services.</p> <ul style="list-style-type: none"> <li>Behavioral Competencies - includes Integrity, leadership skills, high ethical standards, communication and interpersonal skills, adaptability, decision making abilities, etc.</li> </ul>	<p>and experience in the building material industry/cement/ ready mixed concrete/tile and bath industry/infrastructure industry, experience in marketing products and services.</p> <ul style="list-style-type: none"> <li>Behavioral Competencies - includes Integrity, leadership skills, high ethical standards, communication and interpersonal skills, adaptability, decision making abilities, etc.</li> </ul>
<b>Terms and conditions of appointment</b>	<p>Re-appointment as Managing Director of the Company for a period of three years w.e.f. March 3, 2025.</p> <p>The other terms and conditions are detailed in the explanatory statement.</p>	<p>Re-appointment as Whole-time Director designated as Executive Director &amp; CEO (HRJ) of the Company for a period of three years w.e.f. March 3, 2025.</p> <p>The other terms and conditions are detailed in the explanatory statement.</p>
<b>Details of remuneration sought to be paid</b>	<p>As per the special resolution at Item No. 1 of the Notice read with statement pursuant to Section 102(1) of the Act thereto.</p>	<p>As per the special resolution at Item No. 2 of the Notice read with statement pursuant to Section 102(1) of the Act thereto.</p>
<b>Details of remunerations last drawn</b>	₹ 10.80 Crores.	₹ 3.72 Crores.
<b>Date on which first appointed on the Board</b>	March 3, 2010.	March 3, 2019.
<b>Details of shareholding in the Company including shareholding as a beneficial owner</b>	Nil	Nil
<b>Relationship with other Directors/Key Managerial Personnel (if any)</b>	None	None

<p><b>Number of Board meetings attended during the financial year 2024-25</b></p>	<p>Total Board meetings held and attended – 5 meetings.</p>	<p>Total Board meetings held and attended – 5 meetings.</p>
<p><b>Directorships in Other Indian Companies (including listed Companies resigned in the past three years)</b></p>	<p><b><u>Listed Company :</u></b></p> <ul style="list-style-type: none"> <li>• Aptech Limited (ceased on March 31, 2024 due to completion of second term as Independent Director)</li> </ul> <p><b><u>Unlisted Company :</u></b></p> <ul style="list-style-type: none"> <li>• Ardex Endura (India) Private Limited</li> <li>• Discovery Financial Services Private Limited</li> <li>• Raheja QBE General Insurance Company Limited</li> <li>• Indian Council of Ceramic Tiles &amp; Sanitary ware</li> <li>• Exide Life Insurance Company Limited (ceased on January 1, 2022)</li> </ul>	<p><b><u>Listed Company :</u></b> None</p> <p><b><u>Unlisted Company :</u></b></p> <ul style="list-style-type: none"> <li>• Ardex Endura (India) Private Limited</li> <li>• Coral Gold Tiles Private Limited</li> <li>• Indian Council of Ceramic Tiles &amp; Sanitary ware</li> </ul>
<p><b>Chairmanship/Membership of Committees in other Indian Companies* (including listed Companies resigned in the past three years)</b></p>	<p><b><u>Raheja QBE General Insurance Company Limited</u></b> Audit Committee – Member</p> <p><b><u>Aptech Limited</u></b> Audit Committee – Chairman (ceased to be member of the Committee w.e.f. March 31, 2024 due to completion of second term as Independent Director)</p>	<p>None</p>

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