

**MATSYAGANDHA INVESTMENTS AND 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

To:

11th March, 2023

(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

Dear Sir

Sub: Disclosure in compliance with Regulation 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In accordance with the requirements of Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we enclose our report/disclosure in prescribed format.

We request you to please take the report/disclosure on record.

For **Matsyagandha Investments And Finance Private Limited**

Authorized Signatory



Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Prism Johnson Limited
2.	Name of the acquirer(s)	Matsyagandha Investments And Finance Private Limited
3.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited; and BSE Limited.
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	Refer Note 1 .
5.	Relevant regulation under which the acquirer is exempted from making open offer.	<p>Regulation 10(1)(d)(iii) which states as follows:</p> <p><i>“10. (1) The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfillment of the conditions stipulated therefor,—</i></p> <p>.....</p> <p><i>(d) acquisition pursuant to a scheme,—</i></p> <p>.....</p> <p><i>(iii) of arrangement not directly involving the target company as a transferor company or as a transferee company, or reconstruction not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court or a tribunal under any law or regulation, Indian or foreign, subject to,—</i></p> <p><i>(A) the component of cash and cash equivalents in the consideration paid being less than twenty-five per cent of the consideration paid under the scheme; and</i></p> <p><i>(B) where after implementation of the scheme of arrangement, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme.”</i></p>
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,	N.A.



	<ul style="list-style-type: none"> - Whether disclosure was made and whether it was made within the timeline specified under the regulations. - Date of filing with the stock exchange. 				
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	a. Name of the transferor / seller	N.A.		N.A.	
	b. Date of acquisition	N.A.		N.A.	
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	N.A.		N.A.	
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	N.A.		N.A.	
	e. Price at which shares are proposed to be acquired / actually acquired	N.A.		N.A.	
8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t. to total share capital of TC	No. of shares held	% w.r.t. to total share capital of TC
	- Each Acquirer / Transferee (*)	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1
	- Each Seller / Transferor	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1



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Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Note 1:

Varahagiri Investments & Finance Private Limited ("Varahagiri") is a private limited company incorporated under the Companies Act, 1956 and having its registered office at Raheja, Corner Of Main Avenue & V.P. Road, Santacruz (W) Mumbai - 400054, Maharashtra, India.

Pursuant to the Composite Scheme of Arrangement and Amalgamation ("Scheme") involving, among others, Varahagiri and Matsyagandha Investments And Finance Private Limited ("Matsyagandha"), Varahagiri was sanctioned to be amalgamated into Matsyagandha by Hon'ble National Company Law Tribunal at Mumbai by its order dated January 04, 2023 and which amalgamation came into effect/operation on 10th March 2023 and upon such amalgamation becoming effective Varahagiri has ceased to exist.

Varahagiri held certain equity shares in Prism Johnson Limited, as set out under Annexure 1 below. Pursuant to the composite scheme of arrangement and amalgamation, such shareholding/voting rights of Varahagiri stand vested into Matsyagandha. Further, it may be noted that the acquirer (i.e. Matsyagandha) and Varahagiri are entities within the same group. In addition, both the acquirer (i.e. Matsyagandha) and Varahagiri have been disclosed as promoters of Prism Johnson Limited during the relevant period prior to the sanction of the Scheme by the Hon'ble National Company Law Tribunal at Mumbai.

Rationale for the amalgamation of all the transferor entities including Varahagiri into Matsyagandha are as set out under the Scheme including inter-alia and without limitation the following: (i) Streamlining operations, efforts, employees, costs and enable better and more efficient management, control and day to day operations and reducing overheads, administrative, and other expenditure and achieving operational rationalization, organizational efficiency and optimal utilization of resources which will be in the interest of shareholders, employees, creditors and other stakeholders, post the implementation of the Scheme; (ii) Eliminating certain companies within the Raheja group of companies and as a result consolidation of the holding of such companies through one company only, post the implementation of the Scheme; (iii) Since Varahagiri is a non-banking financial company in the Raheja group, reducing the number of non- banking financial companies in the Raheja group of companies allowing for better management and enabling transparency and smoother supervision by the applicable regulator of the nonbanking financial companies within the Raheja group of companies, post the implementation of the Scheme, etc.

For Matsyagandha Investments And Finance Private Limited


Roselyn Chettiar
Director
DIN: 06716046



Date: 11th March 2023
Place: Mumbai

Annexure 1

Shareholding details	Pre-Transaction		Post-Transaction	
	No. of Equity Shares held	% w.r.t total share capital of TC	No. of Equity Shares held	% w.r.t total share capital of TC
Acquirer/Transferee				
Matsyagandha Investments And Finance Private Limited	2,31,11,412	4.59%	4,63,32,560	9.20%
Total	2,31,11,412	4.59%	4,63,32,560	9.20%
Seller/Transferor				
Varahagiri Investments & Finance Private Limited	2,32,21,148	4.61%	NA	NA
Total	2,32,21,148	4.61%	NA	NA



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