



Ref. : ASK/UD/AGM

July 5, 2019

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| The National Stock Exchange (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 |

Re : Intimation of 27th Annual General Meeting of Prism Johnson Limited ('the Company')

We wish to inform you that the Company's 27th Annual General Meeting will be held on Wednesday, July 31, 2019 at 10.00 a.m. at National Institute for Micro, Small and Medium Enterprises (ni-msme), Auditorium Hall, 2nd Floor, Training Block, Yousufguda, Hyderabad - 500 045, Telangana to transact the business set out in the Notice of AGM.

Pursuant to Regulation 30(2) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III and circulars thereto, the details are as under :

1. Date of Notice of 27th AGM : June 27, 2019
2. Agenda and Resolutions to be passed at the 27th AGM and manner of approval proposed :

| Sr. No. | Agenda and Resolution proposed at the AGM | Manner of approval |
|---------|---|--|
| 1 | To consider and adopt : a. The Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and b. The Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019, together with the Report of the Statutory Auditors thereon. | a. Ordinary Resolution b. Ordinary Resolution |
| 2 | To appoint a Director in place of Mr. Atul R. Desai (DIN : 01918187), who retires by rotation and being eligible, offers himself for re-appointment as Director. | Ordinary Resolution |

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| 3 | Re-appointment of Mr. Vijay Aggarwal as Managing Director | Special Resolution |
| 4 | Re-appointment of Mr. Atul R. Desai as Executive Director & CEO (RMC) | Special Resolution |
| 5 | Appointment of Mr. Sarat Chandak as Director of the Company | Ordinary Resolution |
| 6 | Appointment of Mr. Sarat Chandak as Executive Director & CEO (HRJ) | Special Resolution |
| 7 | Re-appointment of Mr. Shobhan M. Thakore as Independent Director of the Company | Special Resolution |
| 8 | Re-appointment of Ms. Ameeta A. Parpia as Independent Director of the Company | Special Resolution |
| 9 | To ratify remuneration of the Cost Auditors of the Company | Ordinary Resolution |
| 10 | Private Placement of Non-convertible Debentures and/or other Debt Securities | Special Resolution |

The notice of the 27th AGM is enclosed herewith.

Thanking you,

Yours faithfully,

for **PRISM JOHNSON LIMITED**

ANEETA S. KULKARNI
COMPANY SECRETARY

Notice

NOTICE IS HEREBY GIVEN that the Twenty-seventh Annual General Meeting of the Company will be held on Wednesday, July 31, 2019 at 10.00 a.m. at National Institute for Micro, Small and Medium Enterprises (ni-msme), Auditorium Hall, 2nd Floor, Training Block, Yousufguda, Hyderabad - 500 045, Telangana, to transact the following business :

Ordinary Business :

1. To consider and adopt :
 - a. the Audited Standalone Financial Statement of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board of Directors and the Statutory Auditors thereon; and
 - b. the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2019, together with the Report of the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Atul R. Desai (DIN : 01918187), who retires by rotation and being eligible, offers himself for re-appointment as Director.

Special Business :

3. Re-appointment of Mr. Vijay Aggarwal as Managing Director

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

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Aggarwal (DIN : 00515412) as Managing Director of the Company, 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, submitted to this Meeting and initialled by the Chairman for the purpose of identification, 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 & 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. Vijay Aggarwal.

1. Period :

Three years with effect from March 3, 2019.
2. Remuneration :
 - (i) Remuneration, by way of salary, perquisites, incentives and allowances, and commission, which together shall not, in any financial year, exceed ₹ 12 Crores (Rupees Twelve Crores only), as may be decided by the Board from time to time.
 - (ii) In addition, Mr. Vijay 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; and
 - (c) encashment of leave at the end of the tenure, payable as per the rules of the Company."

"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 Companies Act, 2013 are exceeded in any financial year(s) during the currency of tenure of Mr. Vijay Aggarwal as Managing Director of the Company, he shall be paid the above mentioned remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolutions in its absolute discretion, deem necessary, proper or desirable 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."



4. Re-appointment of Mr. Atul R. Desai as Executive Director & CEO (RMC)

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

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the re-appointment of Mr. Atul R. Desai (DIN : 01918187) as Executive Director & CEO (RMC) of the Company, 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, submitted to this Meeting and initialled by the Chairman for the purpose of identification, 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 & 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. Atul R. Desai.

1. Period :
Three years with effect from August 29, 2019.
2. Remuneration :
 - (i) Remuneration, by way of salary, perquisites, incentives and allowances, and commission, which together shall not, in any financial year, exceed ₹ 5 Crores (Rupees Five Crores only), as may be decided by the Board from time to time.
 - (ii) In addition, Mr. Atul R. Desai 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; and
 - (c) encashment of leave at the end of the tenure, payable as per the rules of the Company.”

“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 Companies Act, 2013 are exceeded in any financial year(s) during the currency of tenure of Mr. Atul R. Desai as Executive Director & CEO (RMC) of the Company, he shall be paid the above mentioned remuneration.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution in its absolute discretion, deem necessary, proper or desirable 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.”

5. Appointment of Mr. Sarat Chandak as Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution :

“RESOLVED THAT Mr. Sarat Chandak (DIN : 06406126), who was appointed as Additional Director of the Company with effect from March 3, 2019 and who holds office upto the date of this Annual General Meeting as per Section 161 of the Companies Act, 2013 (‘the Act’) and pursuant to the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Appointment of Mr. Sarat Chandak as Executive Director & CEO (HRJ)

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

“RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded to the appointment of Mr. Sarat Chandak (DIN : 06406126) as Executive Director & CEO (HRJ) of

the Company, 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, submitted to this Meeting and initialled by the Chairman for the purpose of identification, 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 & 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. Sarat Chandak.

1. Period :
Three years with effect from March 3, 2019.
2. Remuneration :
 - (i) Remuneration, by way of salary, perquisites, incentives and allowances, and commission, which together shall not, in any financial year, exceed ₹ 5 Crores (Rupees Five Crores only), as may be decided by the Board from time to time.
 - (ii) In addition, Mr. Sarat Chandak 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; and
 - (c) encashment of leave at the end of the tenure, payable as per the rules of the Company."

"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 Companies Act, 2013 are exceeded in any financial year(s) during the currency of tenure of Mr. Sarat Chandak as Executive Director & CEO (HRJ) of the Company, he shall be paid the above mentioned remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolutions in its absolute discretion, deem necessary, proper or desirable 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."

7. Re-appointment of Mr. Shobhan M. Thakore as Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shobhan M. Thakore (DIN : 00031788), who was appointed as an Independent Director and who holds office up to July 30, 2019, being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose his candidature for the office of Director and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, with effect from July 31, 2019 as well as to continue to hold the position of Non-executive Independent Director beyond 75 years of age."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Re-appointment of Ms. Ameeta A. Parpia as Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Ameeta A. Parpia (DIN : 02654277), who was appointed as an Independent Director and who holds office up to July 30, 2019, being eligible and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying the intention to propose her candidature for the office of Director and whose appointment has been recommended by the Nomination & Remuneration Committee and by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, with effect from July 31, 2019."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To ratify remuneration of the Cost Auditors of the Company

To consider and, if thought fit, to ratify, 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. D. C. Dave & Co., Cost Accountants, (Firm Registration No. 000611) appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid a remuneration of ₹ 9,00,000/-, in addition to applicable taxes and reimbursement of out-of-pocket expenses."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. 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 in supersession of the Special Resolution passed at the 26th Annual General Meeting of the Company held on August 8, 2018 and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) 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, as amended, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended and subject to other applicable Rules, Regulations, Guidelines, Notifications and Circulars as may be applicable, the 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 ("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, to such person(s)/Financial Institution(s)/Bank(s)/Mutual Fund(s)/Body Corporate(s)/Company(ies)/any other entities 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 upto an aggregate amount of ₹ 1250,00,00,000/- (Rupees Twelve Hundred Fifty Crores only) within the overall borrowing limits of the Company, as approved by the members, from time to time."

"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, prepayment, 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 Committee of Directors or any other Officer(s)/ Authorised Representative(s) of the Company and/or in such manner as it may deem fit."

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. 3 to 10 above, is annexed hereto. Details of the Directors seeking re-appointment/appointment under Item 2 - 8 of the Notice as stipulated under the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('SEBI LODR') are included in the Notice.
2. **A member entitled to attend and vote at the Annual General Meeting (the 'AGM'/Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, in order to be effective, be deposited at the Registered Office of the Company, duly completed and signed, not later than forty-eight hours before the commencement of the Meeting.**
3. **A person can act as a proxy on behalf of not more than fifty members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Act are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) authorising their representative(s) to attend and vote on their behalf at the Meeting.
5. Members/proxies are requested to bring duly filled attendance slip(s) sent herewith to attend the Meeting.
6. The Register of Members and Transfer Books of the Company will remain closed from Thursday, July 25, 2019 to Wednesday, July 31, 2019 (both days inclusive).
7. Members are requested to send all communication relating to shares to the Company's Registrar & Transfer Agent - Karvy Fintech Private Limited ('Karvy'), Unit : Prism Johnson Limited, Karvy Selenium, Tower - B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Serilingampally Mandal, Hyderabad - 500 032. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
8. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Nomination facility for shares is available for Members. The prescribed format, in this regard, can be obtained from Karvy.
10. Pursuant to Section 101 and Section 136 of the Act read with Rules made thereunder, copies of the Annual Report, Notice of the 27th AGM and instructions for e-voting alongwith the Attendance Slip and Proxy Form are being sent by electronic mode only to all the Members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copy of the Annual Report is being sent by the permitted mode. Members holding shares in physical form can send their email address for registration to einward.ris@karvy.com quoting the Folio Number and Name of the Company. The Notice of the 27th AGM and the Annual Report will also be available on the Company's website www.prismjohnson.in for Members to download. Even after registering for e-communication, Members are entitled to receive such communication in printed form, upon making a request in writing for the same.
11. The Ministry of Corporate Affairs had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'). As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ('IEPF') Authority. The IEPF Rules mandate the companies to transfer such shares of Members of whom dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash/claim their respective dividend during the prescribed period. The details of the unpaid/unclaimed amounts lying with the Company as on August 8, 2018 (date of last AGM) are available on the website of the Company www.prismjohnson.in/investors/IEPF and on Ministry of Corporate Affairs' website.

The Members whose dividend/shares are transferred to the IEPF Authority can now claim their dividend/shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>. Members are requested to approach the Company/Karvy for claiming unpaid dividends yet to be transferred to IEPF as early as possible.
12. SEBI has mandated the submission of the Permanent Account Number (PAN), proof of identity/address and bank details by every participant in the securities



market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to Karvy.

13. SEBI has amended the Regulation 40 of the SEBI LODR pursuant to which after March 31, 2019, transfer of securities cannot be processed unless the securities are held in the dematerialised form with a depository.

Members holding shares in physical form are requested to dematerialise their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.

14. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day, except Saturdays, up to the date of the Meeting.

15. Members who have not registered their email address so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.

16. Members are requested to note that Karvy has launched a new mobile application 'KPRISM' and website <https://kprism.karvy.com> for online service to shareholders.

Members can download the mobile application, register themselves (onetime) for availing host of services viz., consolidated portfolio view serviced by Karvy, dividends status and send requests for change of Address, change/update Bank Mandate. Through the Mobile app, members can download Annual reports, standard forms and keep track of upcoming General Meetings and dividend disbursements.

17. Members desiring any information relating to the accounts are requested to write to the Company, well in advance, so as to enable the management to keep the information ready.

18. 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, the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI LODR, 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').

The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Wednesday, July 24, 2019, ('cut-off date') are entitled to vote on the

Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach Karvy for issuance of the User ID and Password for exercising their right to vote by electronic means.

The facility for voting through electronic voting system/ ballot paper 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 vote at the Meeting.

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.

The Company has appointed Ms. Savita Jyoti, M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad as the Scrutiniser to scrutinise the entire e-voting process, in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

The Company has entered into an arrangement with Karvy for facilitating e-voting for AGM.

The instructions for e-voting are as under :

A. In case a Member receives Notice of AGM through email (for Members whose e-mail addresses are registered with the Company/ Depositories) :

- i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- ii. 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 Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- iii. After entering the details appropriately, click on 'LOGIN'.
- iv. 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.). The system will prompt you to change your password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT (e-voting Event Number) i.e. **Prism Johnson Limited**.
- vii. On the voting page, the number of shares (which represents the number of votes) as held by the member will appear. If you desire to cast all the votes assenting/dissenting to the resolution, then 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'/'AGAINST' taken together should not exceed your total shareholding. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your vote 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 shall 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 resolution.
- x. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser through email at sja.pjltd@gmail.com. They 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 'Corporate Name_EVENT No.'
- xi. The Portal will remain open for voting from **July 25, 2019 (9.00 a.m.) till July 30, 2019 (5.00 p.m.)**
- xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual available at the 'Download' section of <https://evoting.karvy.com> or contact Karvy on Toll Free No. 1800-345-4001 for any further clarifications.

B. In case a Member receives the physical copy of the Notice of AGM and Attendance Slip (for Members whose email addresses are not registered with the Company/Depositories) :

- i. Password is provided in the enclosed Attendance Slip : EVEN (e-voting Event Number) of Prism Johnson Limited, User ID and password.
- ii. Please follow steps from Sr. No. (i) to (xii) under heading 'A' above to vote through e-voting platform.

C. General Instructions :

- i. The e-voting period commences from 9.00 a.m. on July 25, 2019 and ends at 5.00 p.m. on July 30, 2019. During this period, the Members of the Company, holding shares either in physical form or in demat form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter.
- ii. The voting rights shall be as per the number of equity shares held by the Member(s) as on Wednesday, July 24, 2019, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- iii. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iv. Subject to the receipt of requisite number of votes, the resolutions shall be deemed as passed on the date of the Meeting.
- v. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.prismjohnson.in and on Karvy's website www.evoting.karvy.com and shall also be communicated to BSE Limited and the National Stock Exchange of India Limited.
- vi. A Route Map along with prominent landmark to reach the venue of AGM is annexed to this notice.

By Order of the Board

Place : Mumbai
Date : June 27, 2019

Aneeta S. Kulkarni
Company Secretary



EXPLANATORY STATEMENT

As required by Section 102 of the Act, the following Explanatory Statement sets out the material facts relating to Item Nos. 3 to 10 mentioned in the accompanying Notice.

Item No. 3 - 6

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on February 6, 2019:

- (i) Re-appointed Mr. Vijay Aggarwal (DIN : 00515412) as the Managing Director of the Company for a period of three years with effect from March 3, 2019.
- (ii) Appointed Mr. Sarat Chandak (DIN : 06406126) as Additional Director and designated him as Executive Director & CEO (HRJ) of the Company for a period of three years with effect from March 3, 2019.

Pursuant to Section 161 of the Act, Mr. Chandak holds office as Additional Director up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company, liable to retire by rotation.

The Board, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on May 10, 2019, re-appointed Mr. Atul Desai (DIN : 01918187) as Executive Director & CEO (RMC) of the Company for a period of three years with effect from August 29, 2019.

Statement as per Part (B) of Part II of Schedule V to the Companies Act, 2013 and information pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

| I. GENERAL INFORMATION | | | | | |
|------------------------|--|---|----------------|----------------|----------------|
| 1. | Nature of Industry | Manufacture of Cement, Tiles, Bath and Ready Mixed Concrete. | | | |
| 2. | Date or expected date of commencement of commercial production | The Company was incorporated on March 26, 1992. | | | |
| 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 | | | |
| | | Particulars | 2018-19 | 2017-18 | 2016-17 |
| | | Total Revenue | 5,976.30 | 5,586.16 | 5,555.24 |
| | | Total Expenses | 5,746.25 | 5,481.10 | 5,527.11 |
| | | Exceptional Items | — | — | — |
| | | Profit Before Tax | 230.05 | 105.06 | 28.13 |
| | | Profit After Tax | 145.98 | 70.41 | 17.51 |
| | Dividend Rate | 5% | — | — | |
| 5. | Foreign investments or collaborators, if any | There are no foreign collaborators. The Company is listed on BSE Limited and the National Stock Exchange of India Limited. The foreign holding in the Company as on March 31, 2019 is 7.13%. | | | |

| II. INFORMATION ABOUT THE APPOINTEE | |
|--|---|
| A Mr. Vijay Aggarwal | |
| 1. Background details | <p>Mr. Vijay Aggarwal, 50 years, was appointed as Managing Director on the Board since March 3, 2010 and has earlier been a Director on the Board of the Company as an alternate to Mr. Satish B. Raheja. He was the Managing Director and CEO of the erstwhile H. & R. Johnson (India) Limited since 1998, before it was amalgamated with the Company.</p> <p>Mr. Aggarwal graduated from IIT Delhi with a B. Tech in Electrical Engineering and completed 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.</p> <p>Mr. Aggarwal is also a Director on the Boards of Aptech Limited, Asianet Satellite Communications Limited, Exide Industries Limited, Exide Life Insurance Company Limited and Raheja QBE General Insurance Company Limited. He is Chairman of the Audit Committee of Aptech Limited, Asianet Satellite Communications Limited and Exide Life Insurance Company Limited & member of the Audit Committees of Exide Industries Limited and Raheja QBE General Insurance Company Limited.</p> <p>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.</p> |
| 2. Past Remuneration | The remuneration paid to Mr. Aggarwal for the year 2018-19 was ₹ 9.69 Crores. |
| 3. Job profile and his suitability | Mr. Aggarwal, as the Managing Director of the Company, functions under the overall superintendence and guidance of the Board. In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Aggarwal. |
| B. Mr. Atul R. Desai | |
| 1. Background details | <p>Mr. Atul R. Desai, 57 years, has a rich experience of 32 years. He was the Whole-time Director and Chief Marketing Officer at Reliance Cement Company Private Limited ('RCC') prior to joining the Company. He joined RCC in 2013. He led the marketing, logistics and sales operations, product management, partnership marketing, customer service and customer retention. As a part of the marketing operations, he also took care of RCC's media and industry relations, advertising, interactive programmes, communications as well as market and customer research.</p> <p>He started his career as a GET with Gujarat State Fertilizer Corporation and subsequently served other leading companies including Star Cement and Ambuja Cement as Head of Operations & Marketing.</p> <p>Mr. Desai has done B.E. (Chemical) from Gujarat University and MBA (Marketing) from South Gujarat University. He has also undergone a Senior Executive Programme at London Business School and Senior Leadership Programme at IMD Luccane - Switzerland.</p> |



| | | |
|---|--|--|
| 2. | Past Remuneration | The remuneration paid to Mr. Desai for the year 2018-19 was ₹ 2.87 Crores. |
| 3. | Job profile and his suitability | Mr. Desai, as the Executive Director & CEO (RMC) of the Company, functions with special focus on the RMC (India) Division under the overall superintendence and guidance of the Board and the Managing Director of the Company. In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Desai. |
| C. Mr. Sarat Chandak | | |
| 1. | Background details | <p>Mr. Sarat Chandak, 48 years, was appointed as Executive Director & CEO (HRJ) on the Board of Directors since March 3, 2019. He joined the Company in November 2018 and was designated Chief Executive Officer (HRJ) - Designate.</p> <p>Mr. Chandak has a good and varied experience of over 24 years, with in-depth business insight and knowledge of the building materials industry, especially in the tiles industry. He is a result-oriented, persevering management professional with documented track record of success in developing business in nascent markets and building efficient organisational team, with proven ability to lead and mentor. He has knowledge of business processes of both front and back hand with proficiency in strategising to tackle operational challenges and align business objectives.</p> <p>Mr. Chandak was the Chief Executive Officer & Whole Time Director of RAK Ceramics India Private Limited since May 2016. Prior to his joining RAK Ceramics, Mr. Chandak had worked in senior positions with Kajaria Ceramics Limited, Bell Granito Ceramica Limited and Everest Industries Limited.</p> <p>Mr. Chandak has done his B.Sc. (Hons), Sambalpur University, Post Graduate Diploma in Systems Management, NIIT - Nagpur and MBA-Marketing from Pune University.</p> |
| 2. | Past Remuneration | The remuneration paid to Mr. Chandak for the period March 3, 2019 to March 31, 2019 was ₹ 0.21 Crores. |
| 3. | Job profile and his suitability | Mr. Chandak, as the Executive Director & CEO (HRJ) of the Company, functions with special focus on the H & R Johnson (India) Division under the overall superintendence and guidance of the Board of Directors 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. |
| Remuneration proposed | | To be decided by the Nomination & Remuneration Committee/ Board from time to time within the overall limits as approved by the shareholders. |
| 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. Desai and Mr. Chandak, the remuneration decided by the Nomination & Remuneration Committee/Board is in line with industry standards and is fair and reasonable. |
| Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any | | <p>Except for the remuneration payable to them, Mr. Aggarwal, Mr. Desai and Mr. Chandak have no direct or indirect pecuniary relationship with the Company or with any of the Directors or managerial personnel of the Company.</p> <p>The Company does not pay any bonus, severance fee and no stock options have been granted to the Managing Director/Executive Director & CEOs.</p> |

| | |
|-------------------------|---|
| III. DISCLOSURES | 1. The appointments may be terminated at any time by either party giving six months' notice of such termination to the other party. |
| | 2. Mr. Aggarwal, Mr. Desai and Mr. Chandak do not hold any securities of the Company. |
| | 3. Mr. Aggarwal, Mr. Desai 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 they 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 or after the date of appointment. |
| | 4. Mr. Aggarwal, Mr. Desai and Mr. Chandak possess post-graduate level qualification with expertise and specialised knowledge in the field in which the Company operates. |
| | 5. Board Meeting Attendance for FY 2019 : Mr. Vijay Aggarwal : 9 Meetings Mr. Atul Desai : 8 Meetings Mr. Sarat Chandak : 1 Meeting |

The draft Agreements to be entered into with Mr. Aggarwal, Mr. Desai and Mr. Chandak are available for inspection at the Company's Registered Office at Hyderabad and at the Corporate Office at Mumbai, on all working days between 11.00 a.m. to 1.00 p.m., except Saturdays, up to the date of the Annual General Meeting.

The Directors are of the view that the Company would benefit/continue to be benefited by the experience and guidance of Mr. Aggarwal, Mr. Desai and Mr. Chandak and therefore recommend adoption of the Ordinary/Special Resolutions at Item Nos. 3 - 6.

Mr. Aggarwal, Mr. Desai and Mr. Chandak are not disqualified from being appointed as a Directors 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.

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

Item No. 7 & 8

Mr. Shobhan M. Thakore (DIN : 00031788) and Ms. Ameeta A. Parpia (DIN : 02654277) were appointed as Independent Directors of the Company for a term of five years and they hold office as Independent Directors of the Company up to July 30, 2019.

The Nomination & Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Thakore and Ms. Parpia as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company with effect from July 31, 2019.

The Board, based on the performance evaluation and as per the recommendation of the Nomination & Remuneration

Committee, considers that, given their background and experience and contributions made by them during their tenures respectively, the continued association of Mr. Thakore and Ms. Parpia would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Thakore and Ms. Parpia as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Regulation 17A(1) of the SEBI LODR, which are effective from April 1, 2019, require the Company to obtain approval of members by way of a special resolution for appointing or continuing the directorship of a person as a Non-executive Director who has attained seventy-five years of age. Mr. Thakore shall attain the age of 75 years during the proposed second term. Mr. Thakore has rich and varied experience in the industry and it would be in the interest of the Company to continue to avail of his expertise.

Mr. Thakore and Ms. Parpia are not disqualified from being appointed as a Directors 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 and have given their consent to act as a Directors.

The Company has also received declarations from Mr. Thakore and Ms. Parpia that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI LODR.

In the opinion of the Board, Mr. Thakore and Ms. Parpia fulfil the conditions for appointment as Independent Directors as specified in the Act and the SEBI LODR. Mr. Thakore and Ms. Parpia are independent of the management.

The Company has also received notices from a Member under Section 160 of the Act proposing their re-appointment as Directors.



Details of Mr. Thakore and Ms. Parpia, are provided in the Notice. They shall be paid remuneration by way of fee for attending meetings of the Board/Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and as approved by the shareholders.

Copy of draft letters of appointment of Mr. Thakore and Ms. Parpia setting out the terms and conditions of appointment is available for inspection by the Members at the Company's Registered Office at Hyderabad and at the Corporate Office at Mumbai, on all working days between 11.00 a.m. to 1.00 p.m., except Saturdays, up to the date of the Annual General Meeting.

Except for Mr. Thakore and Ms. Parpia who may be deemed to be interested in the appointment, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business. Mr. Thakore and Ms. Parpia are not related to any of the Directors or Promoters of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI LODR.

The Board recommends the Special Resolutions set out at Item Nos. 7-8 of the Notice for approval by the members.

Item No. 9

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, 2019 at a remuneration of ₹ 9,00,000/-, in addition to 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 has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

The Directors recommend the passing of the Ordinary Resolution at Item No. 9.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

Item No. 10

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 private placement basis are a significant source of borrowings for the Company. The borrowings of the Company as on the date of notice consists of secured NCDs and Fund & Non-fund based Credit Facilities from Banks by way of Cash Credit/Overdraft/Short Term Loan/WCDL/LC/BG, etc. The Company has, as on date, borrowed ₹ 775 Crores by way of NCDs 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 AGM held on August 8, 2018, 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 on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Resolution at Item No. 10, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Directors recommend the passing of the Special Resolution at Item No. 10.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

By Order of the Board

Aneeta S. Kulkarni
Company Secretary

Place : Mumbai
Date : June 27, 2019

CIN : L26942TG1992PLC014033

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

Details of Directors seeking re-appointment as required under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 :

Mr. Shobhan M. Thakore (DIN : 00031788), 71 years, B.A. (Politics) and Bachelor of Law from Bombay University is the Chairman of the Board. He was a Solicitor of High Court, Bombay and Supreme Court of England and Wales.

He was an advisor to several leading Indian Companies on corporate law matters and securities related legislations. He had acted on behalf of leading investment banks and issuers for Indian IPO offerings and several international equity and equity-linked debt issuances by Indian corporates. He also advised in the establishment and operations of various India-dedicated equity funds and domestic mutual funds. Being a solicitor for over 40 years, he instructed leading Indian Counsel before various courts and forums including High Courts around India as well as the Supreme Court of India in various matters involving indirect tax, commercial and corporate law. He was a partner of M/s. Bhaishanker Kanga & Girdharlal, Advocates & Solicitors for more than 30 years, until March 31, 2004. Thereafter, he was a partner of M/s. AZB & Partners, Advocates & Solicitors until December 31, 2006. From January 1, 2007, Mr. Thakore along with Mr. Suresh Talwar (ex-partner of M/s. Crawford Bayley & Company) founded M/s. Talwar Thakore & Associates, one of the leading corporate law firms in Mumbai and was a Senior Consultant with M/s. Talwar Thakore and Associates.

Directorships in other Listed Companies :

- Alkyl Amines Chemicals Limited
- Bharat Forge Limited
- Morarjee Textiles Limited
- Sharda Cropchem Limited

Chairmanships/Memberships of Board Committees in other Listed Companies :

- Alkyl Amines Chemicals Limited
Stakeholders Relationship Committee - Chairman
Audit Committee - Member
- Bharat Forge Limited
Audit Committee - Member
- Morarjee Textiles Limited
Stakeholders Relationship Committee - Chairman
Audit Committee - Member
- Sharda Cropchem Limited
Stakeholders Relationship Committee - Member

Mr. Thakore does not hold any securities in the Company. He does not have any *inter se* relation with any other Director or any employee of the Company.

Ms. Ameeta A. Parpia (DIN : 02654277) 54 years, B.A., LL.B, is the Chairperson of the Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

Ms. Parpia, Advocate & Solicitor, partner of M/s. A. H. Parpia & Company, has been in practice since last 30 years.

Directorships in other Listed Companies :

- Supreme Petrochem Limited
- Hathway Cable & Datacom Limited

Chairmanships/Memberships of Board Committees in other Listed Companies :

- Supreme Petrochem Limited
Stakeholders Relationship Committee - Member
Audit Committee - Member
- Hathway Cable & Datacom Limited
Audit Committee - Member

Ms. Parpia holds 76,000 equity shares of the Company. She does not have any *inter se* relation with any other Director or any employee of the Company.

PRISM JOHNSON LIMITED

(Formerly Prism Cement Limited)

CIN : L26942TG1992PLC014033

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

FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered address :

E-mail ID :

Folio No./Client ID : DP ID :

I/We, being the member(s) holding shares of Prism Johnson Limited, hereby appoint;

1. Name : E-mail ID :

Address :

Signature :

or failing him/her

2. Name : E-mail ID :

Address :

Signature :

or failing him/her

3. Name : E-mail ID :

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on July 31, 2019 at 10.00 a.m. at National Institute for Micro, Small and Medium Enterprises (ni-msme), Auditorium Hall, 2nd Floor, Training Block, Yousufguda, Hyderabad - 500 045, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below :

| Ordinary Business | | For * | Against * |
|-------------------|--|-------|-----------|
| 1. | Adoption of Audited Financial Statements for the year ended March 31, 2019. | | |
| 2. | Re-appointment of Mr. Atul R. Desai, a Director retiring by rotation. | | |
| Special Business | | For * | Against * |
| 3. | Re-appointment of Mr. Vijay Aggarwal as Managing Director. | | |
| 4. | Re-appointment of Mr. Atul R. Desai as Executive Director & CEO (RMC). | | |
| 5. | Appointment of Mr. Sarat Chandak as Director of the Company. | | |
| 6. | Appointment of Mr. Sarat Chandak as Executive Director & CEO (HRJ). | | |
| 7. | Re-appointment of Mr. Shobhan M. Thakore as Independent Director of the Company. | | |
| 8. | Re-appointment of Ms. Ameeta A. Parpia as Independent Director of the Company. | | |
| 9. | Ratify remuneration of the Cost Auditors of the Company. | | |
| 10. | Private Placement of Non-convertible Debentures and/or other Debt Securities. | | |

Signed this day of 2019

Affix
Revenue
Stamp

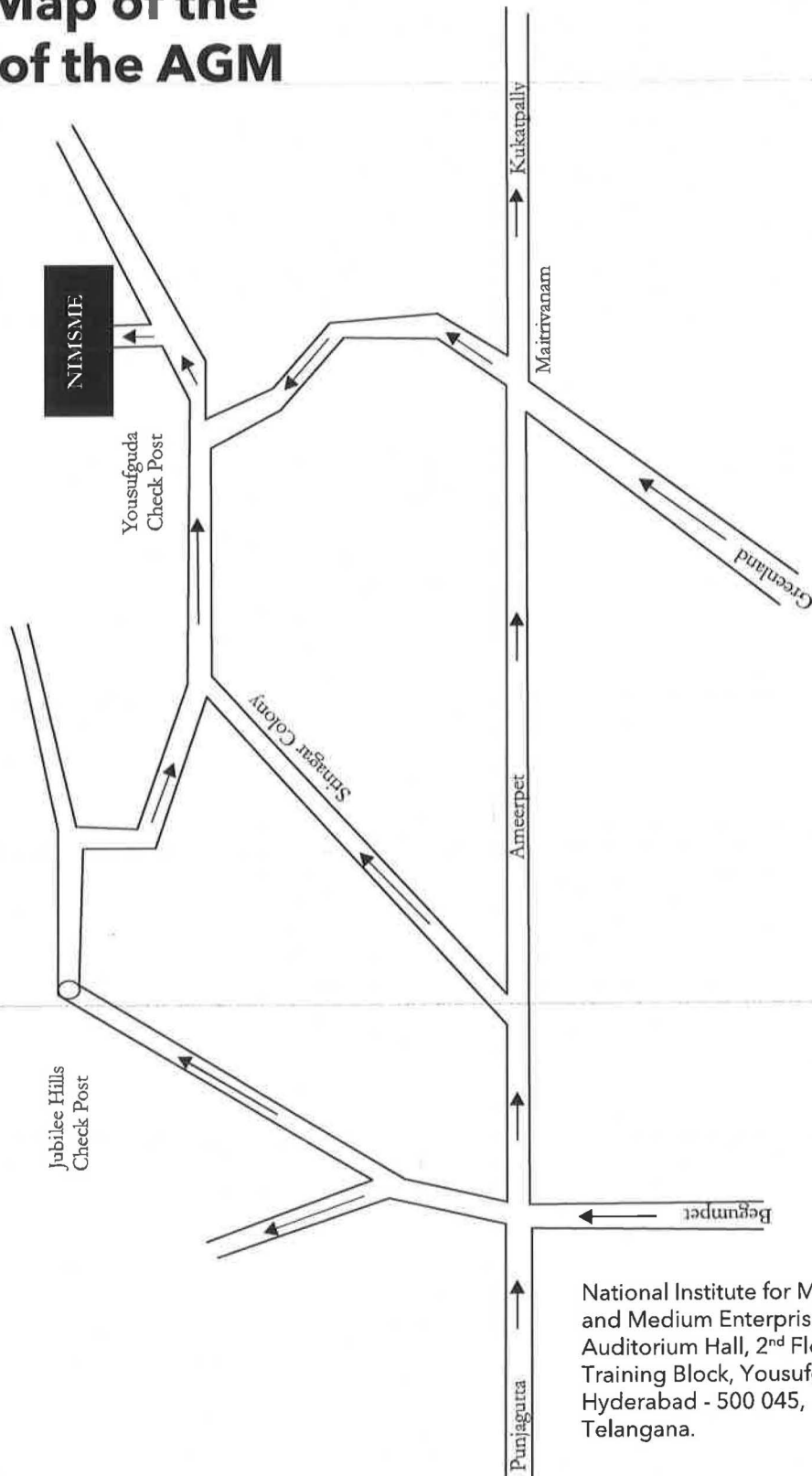
Signature of shareholder

Signature of Proxy holder(s)

Notes :

- *1. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. Please complete all details including details of member(s) in above box before submission.

Route Map of the Venue of the AGM



National Institute for Micro, Small and Medium Enterprises (ni-msme), Auditorium Hall, 2nd Floor, Training Block, Yousufguda, Hyderabad - 500 045, Telangana.