

8th February, 2022

To:

(1)

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001
Maharashtra

(2)

National Stock Exchange of India Limited

Exchange Plaza, Block G
C1, Bandra Kurla Complex
Bandra (East), Mumbai – 400051
Maharashtra

(3)

Prism Johnson Limited

305, Laxmi Niwas Apartments
Ameerpet
Hyderabad – 500016
Telangana

Dear Sir

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

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

We request you to please take the disclosure on record.

For Hathway Investments Private Limited



Vinayak Aggarwal
Managing Director

DIN: 00007280



Encl.: As above

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

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Prism Johnson Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	(i) Hathway Investments Private Limited (Acquirer) (ii) Mr. Rajan Raheja (iii) Mrs. Suman Raheja (iv) Mr. Akshay Raheja (v) Mr. Viren Raheja (vi) Manali Investment & Finance Private Limited (amalgamated into to the Acquirer) (vii) Coronet Investments Private Limited (amalgamated into to the Acquirer) (viii) Peninsula Estates Private Limited (ix) Matsyagandha Investments & Finance Private Limited (x) Bloomingdale Investment & Finance Private Limited (xi) Varahagiri Investments & Finance Private Limited (xii) R Raheja Properties Private Limited <i>Deemed PACs by virtue of such person being listed as a promoter:</i> (xiii) Mr. Satish Raheja.		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited; and BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	37,68,81,169 equity shares	74.874%	74.874%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by equity shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
Total (a+b+c+d)	37,68,81,169 equity shares	74.874%	74.874%



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Details of acquisition	In respect of a)	In respect of a)	In respect of a)
a) Shares carrying voting rights acquired	(i) 6,78,17,992 equity shares held by Manali Investment & Finance Private Limited	(i) 13.473%	(i) 13.473%
b) VRs acquired otherwise than by equity shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	(ii) 5,79,49,394 equity shares held by Coronet Investments Private Limited	(ii) 11.513%	(ii) 11.513%
e) Total (a+b+c+/-d)	Total: 12,57,67,386 equity shares	Total: 24.986%	Total: 24.986%
	N.A. in respect of b), c) and d)	N.A. in respect of b), c) and d)	N.A. in respect of b), c) and d)
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	37,68,81,169 equity shares	74.874%	74.874%
b) VRs otherwise than by equity shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
e) Total (a+b+c+d)	37,68,81,169 equity shares	74.874%	74.874%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	As a result of scheme of amalgamation and arrangement, among others, Coronet Investments Private Limited and Manali Investment & Finance Private Limited got amalgamated into Hathway Investments Private Limited (Acquirer) pursuant to an order of the hon'ble NCLT, Mumbai.		
	Note: There is no change in the aggregate shareholding of acquirer and PAC as a result of the aforesaid amalgamation necessitating a disclosure under Regulation 29(1) read with Regulation 28(1). However, as a matter of abundant caution a disclosure is being made. Further, it may be noted that the acquirer (i.e. Hathway Investments Private Limited) and Manali Investment & Finance Private Limited and Coronet Investments Private Limited are entities within the same group. In addition, acquirer (i.e. Hathway Investments Private Limited) and Manali Investment & Finance Private Limited and Coronet Investments Private Limited have been disclosed as promoters of Prism Johnson Limited during the relevant period prior to the sanction of the scheme of amalgamation by the hon'ble National Company Law Tribunal at Mumbai.		



Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	N.A.
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	7 th February, 2022 being the effective date of merger/amalgamation.
Equity share capital / total voting capital of the TC before the said acquisition	50,33,56,580 equity shares
Equity share capital/ total voting capital of the TC after the said acquisition	50,33,56,580 equity shares
Total diluted share/voting capital of the TC after the said acquisition	50,33,56,580 equity shares

For Hathway Investments Private Limited

V Aggar
Vinayak Aggarwal
Managing Director
DIN: 00007280



Place: Mumbai
Date: 8th February, 2022

Note:

- (*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.
- (**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.