

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

17th March, 2023

To:

(1)

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400001

Maharashtra

(2)

National Stock Exchange of India Limited

Exchange Plaza, Block G

C1, Bandra Kurla Complex

Bandra (East), Mumbai – 400051

Maharashtra

(3)

Prism Johnson Limited

305, Laxmi Niwas Apartments

Ameerpet

Hyderabad – 500016

Telangana

Dear Sir

Sub: Disclosure in compliance with Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In accordance with the requirements of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, we enclose our disclosure in prescribed format, in respect of Prism Johnson Limited (Target Company).

We request you to please take the disclosure on record.

For **Matsyagandha Investments And Finance Private Limited**


Roselyn Chettiar

Director

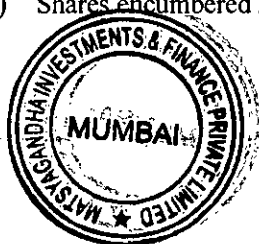
DIN : 06716046



Encl.: As above

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Prism Johnson Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	(i) Matsyagandha Investments And Finance Private Limited (Acquirer) (ii) Hathway Investments Private Limited (iii) Mr. Rajan Raheja (iv) Mrs. Suman Raheja (v) Mr. Akshay Raheja (vi) Mr. Viren Raheja (vii) Peninsula Estates Private Limited (amalgamated into the Acquirer) (viii) Bloomingdale Investment & Finance Private Limited (ix) R Raheja Properties Private Limited (amalgamated into the Acquirer) x) 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 / disposal 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:			
a) Shares carrying voting rights	4,63,32,560 equity shares	9.20%	9.20%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	4,63,32,560 equity shares	9.20%	9.20%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	In respect of a) (i) 2,31,00,400 equity shares held by R Raheja Properties Private Limited	In respect of a) (i) 4.59 %	In respect of a) (i) 4.59%
b) VRs acquired /sold otherwise than by 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/sold			
d) Shares encumbered / invoked/released by the acquirer	(ii) 1,78,09,500 equity shares held by Peninsula Estates Private Limited	(ii) 3.54%	(ii) 3.54%



e) Total (a+b+c+/-d)	Total: 4,09,09,900 equity shares N.A. – in respect of b), c) and d)	Total: 8.13% N.A. – in respect of b), c) and d)	Total: 8.13% N.A. – in respect of b), c) and d)
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	8,72,42,460 equity shares	17.33%	17.33%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by 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) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	8,72,42,460 equity shares	17.33%	17.33%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	<p>As a result of composite scheme of arrangement and amalgamation, among others, Peninsula Estates Private Limited and R. Raheja Properties Private Limited got amalgamated into Matsyagandha Investments And Finance Private Limited (Acquirer) pursuant to an order of the Hon'ble NCLT, Mumbai.</p> <p>Further, it may be noted that the acquirer (i.e Matsyagandha Investments And Finance Private Limited) and Peninsula Estates Private Limited and R. Raheja Properties Private Limited are entities within the same group. In addition, acquirer (i.e. Matsyagandha Investments And Finance Private Limited) and Peninsula Estates Private Limited and R. Raheja Properties 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 NCLT, Mumbai. (refer Note 1 below)</p> <p>It being clarified that there is no change in the aggregate shareholding of acquirer and PAC as a result of the aforesaid amalgamation.</p>		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	17th March, 2023 being the effective date of merger/amalgamation of Peninsula Estates Private Limited and R. Raheja Properties Private Limited into the acquirer		
Equity share capital / total voting capital of the TC before the said acquisition / sale	50,33,56,580 equity shares		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	50,33,56,580 equity shares		



Total diluted share/voting capital of the TC after the said acquisition	50,33,56,580 equity shares
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(*) 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.

For **Matsyagandha Investments And Finance Private Limited**



Roselyn Chettiar
Director
DIN : 06716046



Signature of the acquirer*

Place: Mumbai
Date: 17th March, 2023

Note 1: As a result of composite scheme of arrangement and amalgamation, among others, Peninsula Estates Private Limited and R. Raheja Properties Private Limited got amalgamated into Matsyagandha Investments And Finance Private Limited (Acquirer) pursuant to an order of the hon'ble NCLT, Mumbai and as a result of the said amalgamation, Peninsula Estates Private Limited and R. Raheja Properties Private Limited have ceased to exist and have got amalgamated into the Acquirer. As such, this filing under Regulation 29(2) should be deemed to have been made by the Acquirer on behalf of itself and also on behalf of, Peninsula Estates Private Limited and R. Raheja Properties Private Limited.