

Ref : Postal Ballot Notice

August 30, 2024

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 through Electronic Voting

In furtherance to disclosure made by the Company on August 9, 2024 and pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice ('the Notice') dated August 30, 2024 together with the Explanatory Statement thereto, seeking approval of the shareholders of the Company through remote electronic voting process ('remote e-voting') for appointment of Mr. Raakesh Jain (DIN: 10711581) as a Director and Whole-time Director, designated as Executive Director & CEO (Cement) 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, August 23, 2024 ('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.

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 Saturday, August 31, 2024 and ends at 5.00 p.m. IST on Sunday, September 29, 2024**. 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 and website of KFin at <https://evoting.kfintech.com>.



PRISM JOHNSON LIMITED

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



Corporate Office: "Rahejas", Main Avenue, V.P. Road, Santacruz (W), Mumbai- 400 054. India. T: +91-22-61042200 / 66754142 / 43 / 44
Registered Office: Prism Johnson Limited. 305. Laxmi Niwas Apartments, Ameerpet. Hyderabad - 500 016. India.
(W): www.prismjohnson.in, (E): info@prismjohnson.in

CIN: L26942TG1992PLC014033

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

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. 9/2023 dated September 25, 2023 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, 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 laws and regulations, that the ordinary and special resolutions appended below for the appointment of Mr. Raakesh Jain (DIN: 10711581) as Director and Whole-time Director designated as Executive Director & CEO (Cement) on the Board 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 ('e-voting').

A statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules framed thereunder pertaining to the said ordinary and 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, 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 Sunday, September 29, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder(s).

In accordance with the provisions of the MCA Circulars, 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 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 and 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 and on the website of KFin at <https://evoting.kfintech.com/>.

Special Business :

1. Appointment of Mr. Raakesh Jain (DIN : 10711581) as a Director of the Company, liable to retire by rotation.

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) Mr. Raakesh Jain (DIN : 10711581), who was appointed as an Additional Director of the Company in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company with effect from August 17, 2024 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and in respect of whom the Company has received a notice in writing from a Member of the Company 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.”

“RESOLVED FURTHER THAT the Board of Directors of the Company 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. Appointment of Mr. Raakesh Jain (DIN : 10711581) as Whole-time Director, designated as Executive Director & CEO (Cement) of the Company.

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

“RESOLVED THAT pursuant 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 and Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company, approval of the Company be and is hereby accorded to the appointment of Mr. Raakesh Jain (DIN : 10711581) as Whole time Director designated as Executive Director & CEO (Cement) of the Company, for the period, terms as to remuneration and conditions as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors and 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 & Remuneration Committee of the Board), to revise/alter/modify/amend/change the terms and conditions of the said appointment and/or remuneration, from time to time, as may be agreed to by the Board and Mr. Raakesh Jain.

1. Period :

Three years with effect from August 17, 2024.

2. Remuneration :

- (i) Remuneration, by way of salary, perquisites, incentives and allowances, and commission, which together shall not, in any financial year, exceed ₹ 6 Crores (Rupees Six Crores only), as may be decided from time to time by the Board.
- (ii) In addition, Mr. Jain 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. Jain as Executive Director & CEO (Cement) of the Company, the above mentioned remuneration be paid to Mr. Jain, 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, August 23, 2024 ('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 please 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 and 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.
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. Details regarding User ID and Password along with other instructions are set out below.
8. The voting period for remote e-voting commences on **Saturday, August 31, 2024 at 9:00 A.M. IST** and ends on **Sunday, September 29, 2024 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 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. Sunday, September 29, 2024.
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.

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 circulars of 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. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.

- 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 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 Saturday, August 31, 2024 at 9.00 A.M. IST till Sunday, September 29, 2024 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 : einward.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.

B. Procedure to login through websites of Depositories

As per the SEBI Master Circular dated July 11, 2023 on e-voting facility provided by listed companies, 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. 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.

Shareholders facing any technical issue - NSDL	Shareholders facing any technical issue - CDSL
Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 : August 30, 2024

Shailesh Dholakia
Company Secretary &
Compliance Officer

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
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 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 ordinary & special resolutions relating to Item No. 1 & 2 respectively mentioned in the accompanying Notice.

Item No. 1 & 2

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Raakesh Jain (DIN: 10711581) as an Additional Director and Whole time Director designated as Executive Director & CEO (Cement) of the Company for a period of three years with effect from August 17, 2024.

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**

Particulars	2023-24	2022-23	2021-22
Total Revenue	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 June 30, 2024 is 3.89%.

II. Information about the appointee :**(1) Background Details**

Mr. Raakesh Jain has extensive experience of 30 years in the building material industry and has led various functions like Sales, Marketing, Logistics and Business transformation. His career began in Building Material Industry with Birla White – Indian Rayon Limited. He has held key leadership positions at prominent companies such as Ultratech Cement Limited, Lafarge India Private Limited and Nuvoco Vistas Corporation Limited. Before joining Prism he was ‘Chief - Sales’ (Cement and Value Added Products) with Nuvoco Vistas Corporation Limited.

He is a Commerce Graduate from Devi Ahilya University and MBA Marketing from JNIBM, Vikram University.

He joined the Company as Chief Operating Officer (Cement Division) on October 8, 2021.

(2) Past Remuneration

The remuneration of Mr. Jain as COO (Cement) for the period April 1, 2023 to March 31, 2024 was ₹ 2.98 Crores.

(3) Recognition or awards

None

(4) Job profile and his suitability

Mr. Raakesh Jain, as the Executive Director & CEO (Cement) of the Company, functions with special focus on the Cement 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 industry wide experience, the Board has bestowed the above responsibility on Mr. Raakesh Jain.

(5) Remuneration proposed

To be decided by the Nomination & 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. Jain, the remuneration recommended by the Nomination & 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

Mr. Jain holds 4,000 equity shares of Rs.10 each of the Company. Except for the remuneration payable to Mr. Jain and his shareholding in the Company, 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 March 2025. 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. Jain holds 4,000 equity shares of the Company.
- ii. Mr. Jain possess post-graduate level qualification with expertise and specialised knowledge in the field in which the Company operates.
- iii. Mr. Jain is not related to any of the Directors on the Board.
- iv. Mr. Jain does not hold directorship nor membership of Committees of the Board in any of the other listed entities since the past three years.
- v. The appointment may be terminated at any time by either party giving six months' notice of such termination to the other party.
- vi. The Company does not pay any bonus, severance fee and no stock options have been granted to the Managing Director/Executive Director & CEOs.

Mr. Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has given his consent to act as a director.

The Directors are of the view that the Company would benefit by the experience and guidance of Mr. Jain.

A copy of the draft letter for the appointment of Mr. Jain setting out the terms and conditions shall be open for inspection to 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 three months from the date of appointment, whichever is earlier.

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

Details of Mr. Jain 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.

Save and except for Mr. Jain and his relatives to the extent of their shareholding interest in the Company, 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, 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**

Shailesh Dholakia
*Company Secretary &
Compliance Officer*

Place : Mumbai
Date : August 30, 2024

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CIN : L26942TG1992PLC014033

Annexure - A

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 appointment :

Name of the Director	Mr. Raakesh Jain
DIN	10711581
Brief Resume	Refer the details given in the explanatory statement
Age in years	51 years
Qualifications	B.Com; MBA
Brief profile including experience and expertise in specific functional area	<p>Mr. Raakesh Jain has extensive experience of 30 years in the building material industry and has led various functions like Sales, Marketing, Logistics and Business transformation. His career began in Building Material Industry with Birla White – Indian Rayon Limited. He has held key leadership positions at prominent companies such as Ultratech Cement Limited, Lafarge India Private Limited and Nuvoco Vistas Corporation Limited. Before joining Prism he was ‘Chief - Sales’ (Cement and Value Added Products) with Nuvoco Vistas Corporation Limited.</p> <p>He is a Commerce Graduate from Devi Ahilya University and MBA Marketing from JNIBM, Vikram University.</p> <p>He joined Prism Johnson Limited as Chief Operating Officer (Cement Division) on October 8, 2021.</p>
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<ul style="list-style-type: none"> ● Ability to think strategically ● Analyse key financial statements ● Safeguard the interest of the Company ● Knowledge and practical experience in best practices pertaining to transparency, accountability corporate governance keeping in view the best interest of all stakeholders. ● Broad range of commercial / business experience ● Technical/Industrial Skills - Knowledge of and experience in the building material industry/cement/ ready mixed concrete/tile and

	<p>bath industry/infrastructure industry, experience in marketing products and services.</p> <ul style="list-style-type: none"> Behavioral Competencies - includes Integrity, leadership skills, high ethical standards, communication and interpersonal skills, adaptability, decision making abilities, etc.
Terms and conditions of appointment	<p>Appointment as a Director and Whole time Director designated as Executive Director & CEO (Cement) of the Company for a period of three years w.e.f. August 17, 2024.</p> <p>The other terms and conditions are detailed in the explanatory statement.</p>
Details of remuneration sought to be paid	As per the special resolution at Item No. 2 of the Notice read with statement pursuant to Section 102(1) of the Act thereto.
Details of remunerations last drawn	₹ 2.98 Crores
Date on which first appointed on the Board	Appointed as Additional Director and Whole Time Director designated as Executive Director & CEO (Cement) with effect from August 17, 2024
Details of shareholding in the Company including shareholding as a beneficial owner	Mr. Jain holds 4,000 equity shares of ₹ 10/- each.
Relationship with other Directors/Key Managerial Personnel (if any)	None
Number of Board meetings attended during the financial year 2024-25	Not Applicable
Directorships in Other Indian Companies (including listed Companies resigned in the past three years)	None
Chairmanship/Membership of Committees in other Indian Companies* (including listed Companies resigned in the past three years)	None

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