



PRISM JOHNSON LIMITED

May 24, 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: Proceedings of Postal Ballot, details of e-voting results through Postal Ballot and Scrutiniser's Report.

In continuation to the disclosure made by the Company on March 29, 2024, this is to inform that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (“SS-2”) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders of the Company for appointment of Mr. Joseph Conrad Agnelo D’Souza (DIN: 00010576) and Ms. Ravina Rajpal (DIN: 09380471) as Non-executive Independent Directors of the Company, was sought through Postal Ballot.

In accordance with applicable MCA and SEBI circulars, the Postal Ballot Notice dated April 22, 2024 was sent through electronic mode only to those shareholders whose e-mail addresses were registered with the Company or its Registrar & Transfer Agent/ Depositories/Depository Participants and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Friday, April 19, 2024, seeking their approval on special resolutions set out in the Postal Ballot Notice.

The remote e-voting period commenced from Wednesday, April 24, 2024 at 9:00 a.m. (IST) and concluded on Thursday, May 23, 2024 at 5:00 p.m. (IST). During the remote e-voting period, the shareholders of the Company holding equity shares, either in physical form or in dematerialised form as on the cut-off date, were entitled to vote on the special resolutions set out in the Postal Ballot Notice only by remote e-voting (‘e-voting’). The Company had engaged KFin Technologies Limited, the Registrar & Transfer Agent of the Company (“KFin”), as its agency for providing remote e-voting facility to its shareholders.



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

Ms. Savita Jyoti of M/s. Savita Jyoti Associates, Practising Company Secretary, Hyderabad, was appointed as the Scrutiniser for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. The Scrutiniser has submitted her report on the Postal Ballot through remote e-voting on May 24, 2024 and as per her report, the special resolutions set out in the Postal Ballot Notice have been passed with requisite majority.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the e-voting results of the Postal Ballot along with the Scrutiniser's Report. Special resolutions as set out in the Postal Ballot Notice dated April 22, 2024 are deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, May 23, 2024.

The e-voting results along with Scrutiniser's Report are available on the Company's website at <http://www.prismjohnson.in> and on the website of KFin at <https://evoting.kfintech.com> and are also displayed at the Registered Office and Corporate Office of the Company.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **PRISM JOHNSON LIMITED**

SHAILESH DHOLAKIA
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl.: E-voting results and Scrutiniser's Report on Postal Ballot



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.
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| | |
|---|-----------------------|
| Company Name | PRISM JOHNSON LIMITED |
| Resolution through Postal Ballot deemed to be passed on | May 23, 2024 |
| Record date (i.e. cut-off date for remote e-voting) | 19-04-2024 |
| Total number of shareholders on record date | 72068 |
| No. of shareholders present in the meeting either in person or through proxy : | |
| Promoters and Promoter group : | Not Applicable |
| Public : | Not Applicable |
| No. of shareholders attended the meeting through video conferencing : | |
| Promoters and Promoter group : | Not Applicable |
| Public : | Not Applicable |

| Resolution (1) | | | | | | | | |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Special | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | Appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) as Non-executive Independent Director of the Company | | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| | E-Voting | 376881169 | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |



| | | | | | | | | |
|---|--------------------------------------|-----------|-----------|----------|-----------|----------|----------|---------|
| Promoter and Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | 376881169 | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | 46321791 | 44897342 | 96.9249 | 44852937 | 44405 | 99.9011 | 0.0989 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 46321791 | 44897342 | 96.9249 | 44852937 | 44405 | 99.9011 |
| Public- Non Institutions | E-Voting | 80153620 | 403077 | 0.5029 | 393951 | 9126 | 97.7359 | 2.2641 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 80153620 | 403077 | 0.5029 | 393951 | 9126 | 97.7359 |
| Total | | 503356580 | 422181088 | 83.8732 | 422127557 | 53531 | 99.9873 | 0.0127 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

| Resolution (2) | | | | | | | | |
|---|-----------------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|---|---|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Appointment of Ms. Ravina Rajpal (DIN: 09380471) as Non-executive Independent Director of the Company | | | | |
| Category | Mode of voting | No. of shares held | No. of votes polled | % of Votes polled on outstanding shares | No. of votes – in favour | No. of votes – against | % of votes in favour on votes polled | % of Votes against on votes polled |



| | | (1) | (2) | (3)=[(2)/ (1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/ (2)]*10 0 |
|--|--|-----------|-----------|-----------------------|-----------|-----------|-----------------------|---------------------------|
| Promoter and Promoter Group | E-Voting | 376881169 | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 376881169 | 376880669 | 99.9999 | 376880669 | 0 | 100.0000 |
| Public- Institutions | E-Voting | 46321791 | 44897342 | 96.9249 | 44897342 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 46321791 | 44897342 | 96.9249 | 44897342 | 0 | 100.0000 |
| Public- Non Institutions | E-Voting | 80153620 | 403077 | 0.5029 | 394001 | 9076 | 97.7483 | 2.2517 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Total | | 80153620 | 403077 | 0.5029 | 394001 | 9076 | 97.7483 |
| Total | | 503356580 | 422181088 | 83.8732 | 422172012 | 9076 | 99.9979 | 0.0021 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

SCRUTINIZER'S REPORT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
Prism Johnson Limited
'Rahejas', Main Avenue, V P Road,
Santacruz (West), Mumbai - 400054
CIN: L26942TG1992PLC014033

Dear Sir,

Sub: Scrutiniser's Report on the voting by means of remote e-voting on the resolutions set out in the Postal Ballot notice dated April 22, 2024

Pursuant to the resolution passed by the Board of Directors of Prism Johnson Limited (hereinafter called 'the Company') on **March 29, 2024**, we have been appointed as scrutinizer for the purpose of scrutinizing the voting by means of postal ballot only by remote e-voting process in a fair and transparent manner in respect of special resolutions as circulated in the postal ballot notice dated **April 22, 2024**.

The Company had engaged the services of its Registrar & Transfer Agent viz. KFin Technologies Limited, Hyderabad, to provide platform for recording votes of members electronically through Remote e-voting ('remote e-voting'). KFin Technologies Limited has set up the remote e-voting facility on its e-voting website at <https://evoting.kfintech.com/>

| Sr. No. | Description of Special Resolution |
|----------------|---|
| 1 | Appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) as Non-executive Independent Director of the Company |
| 2 | Appointment of Ms. Ravina Rajpal (DIN: 09380471) as Non-executive Independent Director of the Company |

We report that the postal ballot notice dated April 22, 2024 together with the explanatory statement under Section 102 of the Companies Act, 2013 read with the relevant rules, 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 by MCA ('MCA Circulars'), Secretarial Standard on General Meetings issued by the Institute of Companies Secretaries of India, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, were sent via electronic mode only to those members whose e-mail addresses were registered with the Company/Registrar & Transfer Agent/Depositories/Depository Participants and whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on **Friday, April 19, 2024 ('cut-off date')**.

SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

The Postal Ballot Notice was also placed on the website of the Company at <https://www.prismjohnson.in/> and on the website 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 Technologies Limited at <https://evoting.kfintech.com>. In compliance with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to dispatch of Postal Ballot notice, Special Business to be transacted as set out in the Postal Ballot Notice by remote e-voting process, registration of email address by the members holding shares in physical form and/or in demat mode and instructions for remote e-voting were published in "Business Standard", English Newspaper all India Edition, and in "Nava Telangana", Telugu Newspaper on April 23, 2024.

The voting period for remote e-voting commenced on Wednesday, April 24, 2024, from 09:00 hours (IST) till Thursday, May 23, 2024, 17:00 hours (IST) both days inclusive. The votes cast by remote e-voting through remote e-voting facility provided by KFin Technologies Limited received up to May 23, 2024, 17:00 hours (IST) were considered valid for scrutiny and the remote e-voting platform was blocked thereafter.

The remote e-voting platform of KFin Technologies Limited was unblocked thereafter by me in the presence of Mr. Pavan Kumar and Mr. Manoranjan, not in the employment of the Company / KFin Technologies Limited, as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014, who have signed in confirmation of the same.

On scrutiny of total number of votes cast, we report that 321 members cast their votes through remote e-voting for Special Resolution No. 1.

On scrutiny of total number of votes cast, we report that 321 members cast their votes through remote e-voting for Special Resolution No. 2.

The details of the Voting are as under:

1. Appointment of Mr. Joseph Conrad Agnelo D'Souza (DIN: 00010576) as Non-executive Independent Director of the Company:

(i) Voted in **favour** of the resolution:

| No. of members | No. of valid votes cast in favor of the Resolution | % of total no. of valid votes cast |
|----------------|--|------------------------------------|
| 295 | 42,21,27,557 | 99.987 |

SAVITA JYOTI ASSOCIATES COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

(ii) Voted **against** the resolution:

| No. of members | No. of valid votes cast against the Resolution | % of total no. of valid votes cast |
|----------------|--|------------------------------------|
| 24 | 53,531 | 0.013 |

(iii) **Invalid & Abstain** votes:

| Total numbers of members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 2 | 601 |

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the Special Resolution No.1, as set forth in the Postal Ballot Notice dated April 22, 2024, has been passed by the Members with requisite majority. The Special Resolution is deemed as passed on the last date specified for e-voting, i.e., May 23, 2024.

2. Appointment of Ms. Ravina Rajpal (DIN: 09380471) as Non-executive Independent Director of the Company:

(i) Voted in **favour** of the resolution:

| No. of members | No. of valid votes cast in favor of the Resolution | % of total no. of valid votes cast |
|----------------|--|------------------------------------|
| 297 | 42,21,72,012 | 99.998 |

(ii) Voted **against** the resolution:

| No. of members | No. of valid votes cast against the Resolution | % of total no. of valid votes cast |
|----------------|--|------------------------------------|
| 22 | 9,076 | 0.002 |

(iii) **Invalid & Abstain** votes:

| Total numbers of members whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 2 | 601 |

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the Special Resolution No.2, as set forth in the Postal Ballot Notice dated April 22, 2024, has been passed by the Members with requisite majority. The Special Resolution is deemed as passed on the last date specified for e-voting, i.e., May 23, 2024.

SAVITA JYOTI ASSOCIATES
COMPANY SECRETARIES

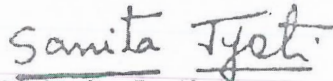
CS. SAVITA JYOTI, B.Com., F.C.S.

The result of e-voting through Postal Ballot will be displayed on the Company's website at <https://www.prismjohnson.in/> and that of the e-voting Service Provider's website at <https://evoting.kfintech.com>. The result of e-voting will also be communicated to BSE Limited and the National Stock Exchange of India Limited by the Company, being stock exchanges where the equity shares of the Company are listed.

The register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode will remain in our custody until the Chairman considers, approves, and signs the Minutes of the Postal Ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you

for **Savita Jyoti Associates**
Company Secretaries



CS Savita Jyoti
Practicing Company Secretary
CP No-1796; M No-FCS 3738
UDIN: F003738F000439437

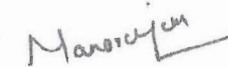
SAVITA JYOTI, FCS 3738
Practicing Company Secretary
Certificate of Practice No. 1796

Place: Hyderabad
Date: May 24, 2024

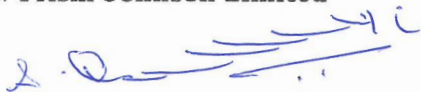
Witness 1:



Witness 2:



Countersigned by:
for **Prism Johnson Limited**



Shailesh Dholakia
Company Secretary &
Compliance Officer

Place: Mumbai
Date: May 24, 2024