

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Master Circular for issue and listing of Non-Convertible Securities dated August 10, 2021 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

# PRISM JOHNSON LIMITED



PRISM JOHNSON LIMITED

CIN: L26942TG1992PLC014033

PAN Number: AAACP6224A

(Incorporated on March 26, 1992, Prism Johnson Limited is a public limited company within the meaning of the Companies Act, 2013).

Registered Office: 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad – 500016  
Corporate Office: Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054  
Tel: +91 22 66754142/43/44 Fax: +91 40 23402249;

Website: [www.prismjohnson.in](http://www.prismjohnson.in)

Compliance Officer: Mr. Shailesh Nagindas Dholakia;  
Contact details of Compliance Officer: +91-22-61042200;  
Email id: [shailesh.dholakia@prismjohnson.in](mailto:shailesh.dholakia@prismjohnson.in)

General Information Document

Date: July 02, 2024

Type of Information Document: Private Placement

THIS GENERAL INFORMATION DOCUMENT CONTAINS RELEVANT INFORMATION AND DISCLOSURES *INTER ALIA* REQUIRED UNDER THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER, SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, EACH AS AMENDED FROM TIME TO TIME, FOR THE PURPOSE OF ISSUE OF THE FOLLOWING NON-CONVERTIBLE SECURITIES BY PRISM JOHNSON LIMITED (THE "ISSUER" / "COMPANY"), ON A PRIVATE PLACEMENT BASIS, WHICH NON-CONVERTIBLE SECURITIES MAY BE ISSUED / OFFERED BY THE COMPANY DURING THE VALIDITY OF THIS GENERAL INFORMATION DOCUMENT:

1. ISSUE OF SECURED /UNSECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES ("DEBENTURES");
2. ISSUE OF UNSECURED, RATED, LISTED, COMMERCIAL PAPERS WHICH SHALL BE ISSUED / OFFERED BY THE COMPANY DURING THE VALIDITY OF THIS GENERAL INFORMATION DOCUMENT, IN ACCORDANCE WITH THE SEBI (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 ("CPs");

(HEREINAFTER COLLECTIVELY REFERRED TO AS THE "INSTRUMENTS").

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

IT IS HEREBY CLARIFIED THAT: (A) ALL TERMS SET OUT UNDER THIS GENERAL INFORMATION DOCUMENT WHICH ARE SPECIFIC TO AND / OR APPLICABLE TO NON-CONVERTIBLE SECURITIES WILL NOT BE APPLICABLE TO THE COMMERCIAL PAPERS, UNLESS SPECIFIED OTHERWISE HEREIN OR WHICH MAY BE APPLICABLE PURSUANT TO APPLICABLE LAW; (B) ALL TERMS IN RELATION TO COMMERCIAL PAPERS PROPOSED TO BE ISSUED UNDER THIS GENERAL INFORMATION DOCUMENT SHALL BE CAPTURED UNDER THE RELEVANT KEY INFORMATION DOCUMENT TO BE ISSUED BY THE COMPANY FOR EACH ISSUANCE OF COMMERCIAL PAPERS.

Details of Compliance Officer	Details of Company Secretary	Details of Chief Financial Officer	Details of Promoters
Name: Mr. Shailesh Nagindas Dholakia Telephone: +91-22-61042200 E-mail: shailesh.dholakia@prismjohnson.in	Name: Mr. Shailesh Nagindas Dholakia Telephone: +91-22-61042200 E-mail: shailesh.dholakia@prismjohnson.in	Name: Mr. Arun Kumar Agarwal Telephone: +91-22-66754144 E-mail: arun.agarwal@prismjohnson.in	Name: Mr. Rajan B. Raheja Contact Person: Ms. Shefali Ajinkya E-mail: <a href="mailto:shefali@rraheja.com">shefali@rraheja.com</a>  Name: Bloomingdale Investment & Finance Pvt. Ltd Contact Person: Mr. Sanjay Johar E-mail: <a href="mailto:corporate@rraheja.com">corporate@rraheja.com</a>  Name: Hathway Investments Private Limited Contact Person: Mr. Sanjay Johar E-mail: <a href="mailto:corporate@rraheja.com">corporate@rraheja.com</a>  Name: Matsyagandha Investment and Finance Private Limited Contact Person: Mr. Sanjay Johar E-mail: <a href="mailto:corporate@rraheja.com">corporate@rraheja.com</a>

**PERIOD OF VALIDITY OF GENERAL INFORMATION DOCUMENT:** This General Information Document shall be valid for a period of one (1) year from the date of opening of the first offer of non-convertible securities made under this General Information Document issued by the Company by way of a Key Information Document and in respect of each offer of Debentures / Commercial Papers during the period of validity of this General Information Document, the Company shall file with the Stock Exchange, a Key Information Document with respect to each Instrument, containing details of the private placement and material changes, if any, in the information including the financial information provided in this General Information Document or the earlier Key Information Document, as applicable. Please refer pages 1 and 2 for all information required to be placed on the front page of a General Information Document as per Schedule I of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

SECTION A

ISSUE OVERVIEW

Details of Debenture Trustee	Details of Registrar to Issue	Details of Credit Rating Agency	Details of Statutory Auditors	Details of Arranger	Details of Issuing and Paying Agent
Name: As per the relevant Key Information Document Logo: As per the relevant Key Information Document Registered Address: As per the relevant Key Information Document Corporate Address: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Fax No.: As per the relevant Key Information Document Contact Person: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Email: As per the relevant Key Information Document Website: As per the relevant Key Information Document	Name: As per the relevant Key Information Document Logo: As per the relevant Key Information Document Registered Address: As per the relevant Key Information Document Corporate Address: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Fax No.: As per the relevant Key Information Document Contact Person: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Email: As per the relevant Key Information Document Website: As per the relevant Key Information Document	Name: As per the relevant Key Information Document Logo: As per the relevant Key Information Document Registered Address: As per the relevant Key Information Document Corporate Address: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Fax No.: As per the relevant Key Information Document Contact Person: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Email: As per the relevant Key Information Document Website: As per the relevant Key Information Document	Name: As per the relevant Key Information Document Logo: As per the relevant Key Information Document Registered Address: As per the relevant Key Information Document Corporate Address: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Fax No.: As per the relevant Key Information Document Contact Person: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Email: As per the relevant Key Information Document Website: As per the relevant Key Information Document	Name: As per the relevant Key Information Document Logo: As per the relevant Key Information Document Registered Address: As per the relevant Key Information Document Corporate Address: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Fax No.: As per the relevant Key Information Document Contact Person: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Email: As per the relevant Key Information Document Website: As per the relevant Key Information Document	Name: As per the relevant Key Information Document Logo: As per the relevant Key Information Document Registered Address: As per the relevant Key Information Document Corporate Address: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Fax No.: As per the relevant Key Information Document Contact Person: As per the relevant Key Information Document Tel No.: As per the relevant Key Information Document Email: As per the relevant Key Information Document Website: As per the relevant Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## ISSUE SCHEDULE

The Issue Opening Date, the Issue Closing Date and the Deemed Date of Allotment for each Instrument will be informed to the Trustee separately and shall be incorporated in the Key Information Document. The Issue shall be open for subscription during the banking hours on each day during the period covered by the Issue Schedule, subject to the timelines of the EBP. The Issue Schedule in respect of Debentures / Commercial Papers shall be set out in the Key Information Document.

The terms and conditions contained in this General Information Document shall be read in conjunction with the provisions (as may be mutually agreed between the Issuer and respective Debenture Holders/CP Holders from time to time) contained in the respective Key Information Documents, and in case of any repugnancy, inconsistency or where there is a conflict between the terms and conditions as are stipulated in the respective Key Information Documents on one hand, and the terms and conditions in the General Information Document on the other, the provisions contained in the Key Information Documents shall prevail over and override the provisions of this General Information Documents for all intents and purposes.

A copy of the Disclosure Document(s) has been/shall be delivered for filing to the Registrar of Companies if required under sub-section (4) of Section 26 of Companies Act, 2013.

ISSUE/ BID OPENING DATE	As per the relevant Key Information Document
ISSUE/ BID CLOSING DATE	As per the relevant Key Information Document
PAY-IN DATE	As per the relevant Key Information Document
DEEMED DATE OF ALLOTMENT	As per the relevant Key Information Document
DATE OF EARLIEST CLOSING OF THE ISSUE, IF ANY.	As per the relevant Key Information Document

The Issuer reserves the right to change the Issue program, including the Deemed Date of Allotment, at its sole discretion, without giving any reasons or prior notice. Debentures/CPs will open for subscription at the commencement of banking hours and close at the close of banking hours on the dates specified in the Key Information Document.

## CREDIT RATING

Details of credit rating, along with the latest press release of the Credit Rating Agency in relation to the Issue and a declaration that the rating is valid as on the date of issuance and listing. Such press release shall not be older than one year from the date of opening of the issue:

As per the relevant Key Information Document

Date of Rating Letters: As per relevant Key Information Document

Date of Press Release of Ratings: As per relevant Key Information Document

Press Release and Rating Rationale: As per relevant Key Information Document

Declaration: As per relevant Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## LISTING

The Debentures are proposed to be listed on the Wholesale Debt Market Segment of the BSE. The in-principle approval obtained by the Issuer from BSE has been disclosed in Annexure V. The Issuer has maintained the Recovery Expense Fund with the BSE (Please refer to the 'Summary Term Sheet for more details).

The Commercial Papers are proposed to be listed on BSE / NSE.

## ELIGIBLE INVESTORS

### For Debentures

Notwithstanding the below, the Disclosure Documents and the contents thereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by the Issuer and only such recipients are eligible to apply for the secured / unsecured Debentures.

Subject to applicable law the categories of investors eligible to subscribe to the Debentures, when addressed directly, are all Qualified Institutional Buyers, as defined under Section 2(ss) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("QIBs"), and any non-QIB Investors specifically mapped by the Issuer on the EBP Platform shall be considered to be eligible investors in respect of Debenture, as the case may be.

Note: Participation by potential investors in the Issue may be subject to statutory and/or regulatory requirements applicable to them in connection with subscription to Indian securities by such categories of persons or entities. Applicants are advised to ensure that they comply with all regulatory requirements applicable to them, including exchange controls and other requirements. Applicants ought to seek independent legal and regulatory advice in relation to the laws applicable to them. Please also refer to the Section on 'Who Can Apply' below.

### For Commercial Papers

Notwithstanding the below, the Disclosure Documents and the contents thereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by the Issuer and only such recipients are eligible to apply for the Commercial Papers.

Subject to applicable law:

1. All residents of India are eligible to invest in CPs.
2. Non-residents are eligible to invest in CPs to the extent permitted under Foreign Exchange Management Act (FEMA), 1999 or the rules/regulations framed thereunder.

The aforementioned entities shall be considered to be eligible investors in respect of CPs. Provided that if the person, whether resident or non-resident, is a related party of the Issuer, then such person is ineligible to invest in the CPs whether in the primary or through the secondary market. Further, investment by regulated financial sector entities will be subject to such conditions as the concerned regulator may impose.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

### ISSUE HIGHLIGHTS\*

Coupon Rate	As per the relevant Key Information Document
Coupon Payment Frequency	As per the relevant Key Information Document
Redemption Date	As per the relevant Key Information Document
Redemption Amount	As per the relevant Key Information Document
Details of Debenture Trustee	As per the relevant Key Information Document
Nature and Issue Size	<p>Nature:            (a) Debentures – secured / unsecured, rated, listed, redeemable, non-convertible debentures to be issued in one or more offers / issuances under this General Information Document.            (b) Commercial Papers - Rated, Listed, Unsecured, Commercial Papers to be issued in one or more offers / issuances under this General Information Document.</p> <p>Issue Size: As per the relevant Key Information Document</p>
Base Issue and Green Shoe Option	As per the relevant Key Information Document
Details about Underwriting of the Issue including the Amount Undertaken to be Underwritten by the Underwriters.	As per the relevant Key Information Document
Anchor Portion and Anchor Investors	As per the relevant Key Information Document
*For further details on the terms of the Issue, please also refer the Section L on 'Summary Term Sheet'	

### ELECTRONIC BOOK MECHANISM AND DETAILS PERTAINING TO THE UPLOADING THE INFORMATION DOCUMENT ON THE ELECTRONIC BOOK PROVIDER PLATFORM.

The Issue shall be open for bidding and subscribed to in accordance with the guidelines issued by SEBI and BSE pertaining to the procedure of electronic book mechanism set out in the terms specified by the Master Circular, and the related operational guidelines issued by the concerned Electronic Book Provider, as may be amended, clarified or updated from time to time (collectively, "Electronic Book Mechanism Guidelines").

Issue Composition - Details of size of the issue and green shoe portion, if any	As per the relevant Key Information Document
Interest Rate Parameter	As per the relevant Key Information Document
Bid opening and closing date	As per the relevant Key Information Document
Manner of bidding:	As per the relevant Key Information Document
Manner of Allotment:	As per the relevant Key Information Document
Allotment Size	As per the relevant Key Information Document
Manner of Settlement:	As per the process prescribed by the Electronic Book Mechanism Guidelines
Minimum Bid Lot and Multiple of Single Bid:	As per the relevant Key Information Document
Trading Lot Size	As per the relevant Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Settlement Cycle [T+1/ T+2] where T refers to the date of bidding/ issue day	As per the relevant Key Information Document
--	--

## APPLICATION PROCESS

### For Debentures

#### A. HOW TO APPLY

Only eligible investors as given hereunder to whom the Disclosure Document is addressed may apply for the Debentures. Eligible investors are required to register on the EBP platform the link for which shall be available at [https://bond.bseindia.com/Investor\\_Registration.aspx](https://bond.bseindia.com/Investor_Registration.aspx). All the registered and eligible investors are required to update the necessary bank account details and demat details before participating in the bidding process on the EBP platform.

Each issuance of the Instruments will open on the 'Issue Opening Date' and close on the 'Issue Closing Date' (both days inclusive) as stated herein below ("Issue Period"). Potential investors who wish to invest in the Issue shall submit an application for the Debentures with all the accompanying documents and the application money at any time starting from the Issue Opening Date and upto the Issue Closing Date. The subscription to the Debentures shall be made by the potential investors through the electronic book mechanism as prescribed by SEBI during the Issue Period in the manner as set out in the section on 'Issue Procedure' below.

Applications for the Debentures must be made in the Application Form and must be completed in block letters in English by the Eligible investors. Application Forms must be accompanied by payment details. The full amount of the Face Value applied for has to be paid along with the delivery of the fully completed and executed Application Form together with other applicable documents described below. Application Forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety and these details will be printed on the refund orders and /or redemptions warrants. All Application forms duly completed shall be submitted at the Corporate Office of the Issuer being – "Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054.

The funds have to be credited to the designated bank accounts of Indian Clearing Corporation Ltd (ICCL), the details of which shall be provided on the electronic bidding platform, within the prescribed timelines, as per the Electronic Book Mechanism Guidelines. It may be noted that payment by any other means shall not be accepted. The Issuer assumes no responsibility for any applications lost in mail or in transit or any failure of electronic fund transfer.

The Issuer will not be responsible in any manner for any delayed receipts / non-receipt of payments or applications lost in mail.

#### B. WHO CAN APPLY?

Nothing in the Disclosure Documents shall constitute and/or deem to constitute an offer or an invitation to an offer, to be made to the Indian public or any section thereof through the Disclosure Documents, and the Disclosure Documents and its contents should not be construed to be a prospectus under the Companies Act. Subject to applicable law, the categories of investors eligible to subscribe to the Debentures, when addressed directly, are those as set out in the section for 'Eligible Investors' hereinabove.

Without prejudice to the aforesaid, where the selection of the eligible investors is required to be done pursuant to bidding mechanism on the electronic platform called "EBP Platform" or any successive arrangement/platform mandated by SEBI under the Electronic Book Mechanism guidelines, only those Persons:

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

1. who have been named in the "List of Eligible Investors" as placed before and approved by the Board; and/or
2. who are registered on the EBP Platform and eligible to make bids for Debentures of the Issuer (considered as 'deemed identified');
3. to whom allocation is to be made by the Issuer pursuant to selection under the electronic book mechanism for issuance of securities on private placement basis in terms of the relevant circulars and directions issued by the Securities and Exchange Board of India and the relevant electronic book providers,

shall be considered as "identified persons" to whom the Issuer shall make private placement of the Debentures and only such "identified persons" shall receive a direct communication from the Issuer with offer to subscribe to the Debentures and only such "identified persons" shall be entitled to subscribe to the Debentures.

Notwithstanding anything stated in this document or otherwise, all eligible investors are required to check and comply with applicable laws including the relevant rules / regulations / guidelines / directions applicable to them for investing in this issue of Debentures, including all eligibility and registration formalities under the Electronic Book Mechanism Guidelines and the Issuer, is not in any way, directly or indirectly, responsible for any statutory or regulatory or procedural breaches by any investor, neither is the Issuer required to check or confirm the same.

The Disclosure Documents and the contents hereof are restricted for only the intended recipient(s) who have been addressed directly through a communication by or on behalf of the Issuer and only such recipients are eligible to apply for the Debentures.

Eligible investors who fall in any of the aforementioned categories, shall accompany their Application Forms with the following documents:

**PAN / GIR No:**

All applicants should mention their Permanent Account number (PAN) allotted under Income Tax Act, 1961 or where the same has not been allotted, the GIR Number and the IT Circle/Ward/District should be mentioned. In case where neither the PAN nor the GIR number has been allotted, or the applicant is not assessed to Income Tax, the fact of such non-allotment should be mentioned in the Application Form. Applications without this will be considered incomplete and are liable to be rejected.

**Application by Banks/ Corporate Bodies/ Mutual Funds/ Financial Institutions/ Trusts/ Statutory Corporations**

The applications must be accompanied by certified true copies of (i) memorandum and articles of association/constitution/by-laws/trust deed; (ii) resolution authorizing investment and containing operating instructions; (iii) specimen signatures of authorized signatories; and (iv) necessary form for claiming exemption from on interest on application money.

In case of applications by Mutual Funds registered with SEBI, a separate application must be made in respect of each scheme of the Mutual Fund and such applications will not be treated as multiple applications, provided that the application made by the asset management company/ trustee/ custodian clearly indicate their intention as to the scheme for which the application has been made.

The application forms duly filled shall clearly indicate the name of the concerned scheme for which application is being made and must be accompanied by certified true copies of:

- (a) SEBI registration certificate;
- (b) Resolution authorizing investment and containing operating instructions;
- (c) Specimen signature of authorized signatories.



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

#### **Application by Partnership Firm**

The applications must be accompanied by certified copies of (i) the PAN Card of the partnership firm; (ii) copy of the partnership deed; (iii) the photo identity proof like Passport / PAN Card / Driving License, etc. of the partner(s) signing the Application Form and specimen signatures of authorised signatories; and (iv) an authority letter from all partners authorizing such investment.

#### **Application under Power of Attorney**

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signatures of authorised signatories must be lodged along with the submission of the completed Application Form. Further, modifications/additions in the power of attorney or authority should be delivered to the Company at its Registered Office.

#### **Application by Insurance Companies**

The applications must be accompanied by certified true copies of (i) memorandum and articles of association; (ii) resolution authorizing investment and containing operating instructions; (iii) specimen signatures of authorized signatories; (iv) necessary form for claiming exemption from on interest on application money; and certificate of registration issued by Insurance Regulatory and Development Authority of India.

#### **Application by Provident Funds, Superannuation Funds and Gratuity Funds**

The applications must be accompanied by certified true copies of (i) trust deed/bye-laws/resolutions; (ii) resolution authorizing investment; (iii) specimen signatures of the authorized signatories; and (iv) necessary forms.

### **C. ISSUE PROCEDURE**

The Issue setup shall be done by the Issuer in accordance with the operating guidelines of the relevant EBP platform. The final subscription to the Debentures shall be made by the eligible investors through the electronic book mechanism as prescribed by SEBI under the Electronic Book Mechanism Guidelines by placing bids on the EBP during the Issue period. An Issuer, at its discretion, may withdraw from the Issue process in accordance with the conditions enlisted in the operating guidelines of the EBP platform. Eligible investors should note that disclosure of estimated cut off yield by the EBP platform to the eligible participants, pursuant to closure of Issue, shall be at the discretion of the Issuer. The Issuer may choose to disclose the estimated cut-off yield to all the eligible participants before the bidding.

The minimum number of Debentures that can be applied for and the multiples thereof shall be as set out in the Disclosure Documents. No application can be made for a fraction of a Debenture.

Potential investors whose bids have been accepted by the Issuer and to whom a signed copy of the Disclosure Documents have been issued by the Issuer and who have submitted/shall submit the Application Form ("Successful Bidders"), shall make pay-in of subscription monies in respect of the Debentures towards the allocation made to them, into the bank account of ICCL, on or prior to the Deemed Date of Allotment and before the Pay-In Cut-Off Time, the details of which will be displayed on the EBP Platform.

The pay-in by the Successful Bidders will be made only from the bank account(s), which have been provided / updated by the Successful Bidders in the EBP system. Any amount received from third party accounts or from accounts not specified in the EBP system will be refunded and no allotment will be made against such payments. Further, pay-in received from any other bank account may lead to cancellation of bid and consequent debarment of the bidder from accessing the EBP platform for 30 days. Upon the transfer of funds into the aforesaid account of ICCL and the Issuer confirming its decision to proceed with the allotment of the Debentures in favour of the Successful Bidders to the clearing corporation, the R&T Agent and the EBP and initiating the requisite

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

corporate action for allotment of Debentures and credit of the demat letter of allotment into the relevant demat account of the Successful Bidders through the R&T Agent, the R&T Agent shall provide corporate action file along with all requisite documents to the Depositories by 12:00 hours and also intimate the EBP of the aforesaid actions. Upon the Depositories confirming the allotment of the Debentures and the credit of the Debentures into the demat account of the Successful Bidders to EBP, the subscription monies in respect of the Debentures from the aforesaid account of the clearing corporation shall be released into the Issuer's bank account, as intimated by the Issuer to the EBP.

It must be noted that all funds pay-in obligations need to be fulfilled in totality. Partial fund receipt against any given obligation will be treated as a default and debarment penalties may be applicable as specified by the Electronic Book Mechanism Guidelines.

It may be noted that payment by any other means shall not be accepted. The Company assumes no responsibility for any applications lost in mail or in transit or any failure of electronic fund transfer.

The Company will not be responsible in any manner for any delayed receipts / non-receipt of RTGS payments or applications lost in mail.

All transfers/RTGS must be made payable to the designated bank accounts of ICCL, details whereof shall be specified in the Electronic Bidding Platform.

#### UNDERTAKINGS OF THE ISSUER

<b>ISSUER'S ABSOLUTE RESPONSIBILITY</b>
The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that the Disclosure Documents contain all information with regard to the Issuer and the Issue (including the issuance for CPs) which is material in the context of the Issue (including the Issuance for CPs), that the information contained in the Disclosure Documents is true and correct in all material aspects and is not misleading, that the opinions and intentions expressed herein are honestly stated and that there are no other facts, the omission of which make the said documents as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**GENERAL RISK:** Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue (including the issuance for CPs). For taking an investment decision, eligible investors must rely on their own examination of the Issuer, Issue (including the Issuance for CPs), the Disclosure Documents and the risk involved. The Debentures have not been recommended or approved by any regulatory authority in India, including SEBI nor does any regulatory authority including SEBI, guarantee the accuracy or adequacy of the Disclosure Documents. Eligible investors should carefully read and note the contents of the Disclosure Documents. Each potential investor should make its own independent assessment of the merit of the investment in the Debentures and the Issuer. Eligible investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and suitability of such investment to such investor's particular circumstance. Potential investors are required to make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt markets and are able to bear the economic risk of investing in such instruments. Specific attention of investors is invited to the statement of 'Risk Factors' given in Section M of this document.

**NO SIDE LETTERS:** The Issuer has no side letter with any Debenture Holders /CP Holders other than the one(s) as may have been disclosed in the Disclosure Documents. Any covenants later added shall be disclosed on the stock exchange website where the Debentures / Commercial Papers are listed.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION B

### DEFINITIONS

Term	Meaning
Act/ Companies Act	Shall mean the provisions of the Companies Act, 1956 and the Companies Act, 2013 (including all rules, circulars and clarifications, issued pursuant thereto, from time to time), which are in effect from time to time and shall include any other statutory amendment or re-enactment thereof
AGM	Annual General Meeting
Allotment/Allot/Allotted	Unless the context otherwise requires or implies, the allotment of Debentures pursuant to the Issue.
Applicable Law	Includes all applicable statutes, enactments or acts of any legislative body in India, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, directives and orders of any Governmental Authority and any modifications or re-enactments thereof;
Application Form	The form in which an investor can apply for subscription to the Debentures as annexed to the Key Information Document.
Articles of Association /AoA	Articles of Association of the Company
Beneficial Owner(s)	Means the Debenture Holders of the Debentures in dematerialized form whose name is recorded as such with the Depository.
Board	Board of Directors of the Company
BSE	Means BSE Ltd.
Business Day	Shall mean any day (other than a Saturday or a Sunday) on which scheduled commercial banks are generally open for business in Mumbai, India and "Business Days" shall be construed accordingly;
CDSL	Central Depository Services Limited
CERSAI	Central Registry of Securitisation Asset Reconstruction and Security Interest of India.
Company / Issuer	Prism Johnson Limited
Commercial Paper / CPs	Means commercial paper to be issued by the Company, in accordance with the Master Directions – Reserve Bank of India (Commercial Paper and Non-Convertible Debentures of Original or Initial Maturity upto One Year) directions, 2024 and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 in terms of this General Information Document, the relevant Key Information Document(s) and the other Transaction Documents, from time to time, to the CP Holder(s).
CP Holder(s)	The holder(s) of the Commercial Paper issued by the Issuer and shall include the registered transferees of the Commercial Paper from time to time.
Commercial Paper Disclosure Documents	Collectively, this General Information Document and the relevant Key Information Document for each offer of Commercial Papers.
Coupon	Means the coupon payable on Debentures on the Coupon Payment Dates, at the Coupon Rate.
Coupon Payment Date	Means the date(s) as specified in the Key Information Document issued in respect of the Instrument(s), on which Coupon is payable.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Credit Rating Agency(ies)/ Rating Agency(ies)	Shall mean the rating agencies appointed in respect of issue of non-convertible securities and commercial papers as per the relevant Key Information Document.
Date of Allotment / Deemed Date of Allotment	The date on which allotment for the relevant Instrument is made, as specified in the relevant Key Information Document.
Debentures	Means secured / unsecured, rated, listed, redeemable non-convertible debentures to be issued by the Company in terms of this General Information Document, the relevant Key Information Document(s) and the other Transaction Documents, from time to time, to the Debenture Holder(s).
Debenture Disclosure Documents	Collectively, this General Information Document and the relevant Key Information Document for the issue of Debentures.
Debenture Holder(s)	The holder(s) of the Debentures issued by the Issuer and shall include the registered transferees of the Debentures from time to time.
Debenture Trustee	Trustee appointed for the Debenture Holders in terms of the Debenture Trustee Agreement.
Debenture Trustee Agreement	Agreement executed/ to be executed by and between the Trustee and the Company, from time to time, for the purposes of appointment of the Trustee to act as trustee in connection with the issuance of the Debentures and as may be amended/ supplemented from time to time as disclosed in the Key Information Document.
Debenture Trust Deed	The debenture trust deed entered/to be entered into by and between the Company and the Trustee, from time to time, in relation to the issuance of the Debentures, setting out the terms on which the Debentures shall be issued, as may be amended / supplemented from time to time.
DRR	Debenture Redemption Reserve required to be maintained in accordance with the provisions of the Companies Act.
DT Master Circular	Means the Securities and Exchange Board of India's Master Circular for Debenture Trustees dated May 16, 2024 (bearing reference no. SEBI/HO/DDHS-PoD3/P/CIR/2024/46), as may be further amended/ updated from time to time.
Due Date(s)	means any date on which any payments including any Debenture Outstandings becomes due and payable to the Debenture Holders and/or CP Holders are entitled to any payments, in accordance with this General Information Document, the relevant Key Information Document or any other Transaction Document.
EBP/ Electronic Book Provider	Shall have the meaning assigned to such term under the Electronic Book Mechanism Guidelines.
Electronic Book Mechanism Guidelines	Shall mean Chapter VI of the SEBI Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024 (bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2024/54) as may be amended/ updated from time to time and the related operational guidelines issued by the relevant EBP, as may be amended, clarified or updated from time to time.
Face Value	Shall mean the face value of each Debenture / Commercial Paper, issued by the Company, which amount shall be as specified in the Key

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

	Information Document.
FY/ Financial Year	Shall mean the accounting period commencing from April 1 <sup>st</sup> of each calendar year till March 31 <sup>st</sup> of the next calendar year.
Governmental Authority	Shall include the President of India, the Government of India, the Governor and the Government of any State in India, any Ministry or Department of the same, any municipal or local government authority, any authority or private body exercising powers conferred by Applicable Law and any court, tribunal or other judicial or quasi-judicial body and shall include, without limitation, a stock exchange and any regulatory body.
GOI	Government of India.
INR / Rs.	Indian National Rupees (Currency of Republic of India).
Interest Rate / Coupon Rate	The rate of interest payable on the Debentures/CPs for the period shall be specified in the relevant Key Information Document issued for each Instrument.
Investors	Those persons who fall under the category of eligibility to whom this General Information Document along with the Key Information Document may be sent with a view to offering the Debentures/Commercial Papers on private placement basis through this General Information Document.
Issue	Shall mean to include the issue of Debentures and/ or CPs, as the context may require.
IPA	Means Issuing and Paying Agent, which shall be identified in the relevant Key Information Document to be issued in relation to Commercial Papers.
IPA Agreement	Means the Agreement entered/to be entered into by and between the Company and the IPA, from time to time, in relation to the issuance of CPs.
Key Information Document	Means a document supplementing the General Information Document, in accordance with the SEBI Debt Listing Regulations whereby future subscription to the Debentures / Commercial Papers shall be invited by the Issuer on a private placement basis until the validity of this General Information Document.
Master Circular	Means the Securities and Exchange Board of India's Master Circular for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities dated May 22, 2024 (bearing reference no. SEBI/HO/DDHS/PoD1/P/CIR/2024/54) as may be further amended/ updated from time to time.
Material Adverse Effect	Shall mean an effect or a change or consequence of an event, circumstance, occurrence or condition which has caused, as of any date of determination by the Debenture Trustee, or could reasonably be expected to cause a material adverse effect on (i) the financial condition, business or operation of the Company or any subsidiaries of the Company, (ii) the ability of the Company to perform their respective obligations hereunder or under this Deed or any other Transaction Documents, or (iii) the legality, validity, binding nature or enforceability of this Deed or any other Transaction Documents.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
NA	Not Applicable
NEFT	National Electronic Funds Transfer Service.
NSE	National Stock Exchange of India Ltd.
NSDL	National Securities Depository Limited.
PAN	Permanent Account Number.
Private Placement Offer cum Application Letter(s)	Shall mean the offer cum application letter prepared in compliance with section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, which shall be issued with respect to the Issue.
RBI	Reserve Bank of India.
Register of Debenture Holder(s)	Means the register maintained by the Company containing the name(s) of the Debenture Holders, which register shall be maintained at the Registered Office of the Company.
Registrar to the Issue/ R&T Agent/ Registrar and Transfer Agent	Registrar to the Issue.
ROC	Registrar of Companies.
RTGS	Real Time Gross Settlement.
SEBI	Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI Debt Listing Regulations	Shall mean the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 issued by SEBI read with the master circular for issue and listing of non-convertible securities, securities debt instruments, security receipts, municipal debt securities and commercial paper dated August 10, 2021 issued by SEBI as updated <i>vide</i> the SEBI circular dated July 07, 2023 (bearing reference number: SEBI/HO/DDHS/PoD1/P/CIR/2023/119) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended from time to time;
Security	Means the security created or to be created by the Company to secure its secured obligations in respect of the secured Debentures. It is hereby clarified that the terms "Secure", "Secured", "Security", "Securing", "Security Cover", "Asset Cover" as used in this General Information Document, shall only be in context of secured Debentures.
Stock Exchange	BSE Limited and / or National Stock Exchange of India Limited, as particularly identified in the relevant Key Information Document
TDS	Tax Deducted at Source.
Transaction Documents	The documents executed or to be executed in relation to the Issue of Debentures /CPs –  (i) Debentures - shall include the relevant Debenture Trust Deed(s), Debenture Trustee Agreement(s), this General Information Document, Key Information Document(s), the Private Placement Offer cum Application Letter(s), and any other document that may be executed by and between the Company and the Trustee in respect of any issuance of Debentures under this General Information Document as specified in

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

	<p>the Key Information Document or as may be designated by the Trustee as a Transaction Document.</p> <p>(ii) Commercial Papers – shall include the Issuing and Paying Agent Agreement, this General Information Document, Key Information Document(s) and any other document that may be executed by the Company in respect of any issuance of Commercial Papers under this General Information Document as specified in the Key Information Document or as may be designated as a Transaction Document.</p>
Trustee	means Debenture Trustee, and as particularly identified in the Key Information Document.
Trustee Agreement	means Debenture Trustee Agreement and / or such other trustee agreement entered /to be entered into by the Company and the Trustee from time to time, in respect of the relevant Issue, as the context may require.
Trust Deed(s)	Shall mean the Debenture Trust Deed(s) and/or such other debenture trust deed(s) to be entered into by the Company and the Trustee in respect of the Debentures from time to time, as the context may require, and as specified in the Key Information Document.
WDM	Wholesale Debt Market Segment of the Stock Exchange.
Wilful Defaulter	Shall mean an Issuer who is categorized as a wilful defaulter by any Bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes an issuer whose director or promoter is categorized as such in accordance with Regulation 2(ss) of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

Undefined terms if any, in the Disclosure Documents shall have the same meaning as provided to the term in the Transaction Documents.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION C

### DISCLAIMERS

#### GENERAL DISCLAIMER

The Disclosure Documents are neither a “Prospectus” nor a “Statement in Lieu of Prospectus” but a “General Information Document” or “Key Information Document” (as applicable) prepared in accordance with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021. The Disclosure Documents do not constitute an offer to the public generally to subscribe for or otherwise acquire the Debentures / Commercial Papers to be issued by Prism Johnson Limited (the “Issuer”/ the “Company”). The Disclosure Documents are for the exclusive use of the prospective investors to whom it is delivered, and it should not be circulated or distributed to any third parties. The Issuer certifies that the disclosures made in the Disclosure Documents are generally adequate and are in conformity with the SEBI Debt Listing Regulations. This requirement is to facilitate investors to take an informed decision for making investment in the proposed Issue. The Company can, at its sole and absolute discretion change the terms of the offer. The Company reserves the right to close the Issue earlier from the dates specified in the Disclosure Documents or change the Issue timetable including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue will be open for subscription at the commencement of banking hours of the Issue Opening Date and the Issue Closing Date at the close of banking hours. The Issue shall be subject to the terms and conditions of Disclosure Documents and other documents in relation to the Issue.

The Issuer is seeking offer for subscription of Debentures and Commercial Papers. The Disclosure Documents do not however, constitute an offer to sell or an invitation to subscribe to securities offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Disclosure Documents come, is required to inform himself about and to observe any such restrictions.

PLEASE NOTE THAT ONLY THOSE PERSONS TO WHOM THE DISCLOSURE DOCUMENTS HAVE BEEN SPECIFICALLY ADDRESSED ARE ELIGIBLE TO APPLY. HOWEVER, AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASON FOR THE SAME. THE LIST OF DOCUMENTS PROVIDED ABOVE IS ONLY INDICATIVE, AND AN INVESTOR IS REQUIRED TO PROVIDE ALL THOSE DOCUMENTS / AUTHORIZATIONS / INFORMATION, WHICH ARE LIKELY TO BE REQUIRED BY THE COMPANY. THE COMPANY MAY, BUT IS NOT BOUND TO REVERT TO ANY INVESTOR FOR ANY ADDITIONAL DOCUMENTS / INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. INVESTMENT BY INVESTORS FALLING IN THE CATEGORIES MENTIONED ABOVE ARE MERELY INDICATIVE AND THE COMPANY DOES NOT WARRANT THAT THEY ARE PERMITTED TO INVEST AS PER EXTANT LAWS, REGULATIONS, ETC. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXTANT RULES/REGULATIONS/GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS APPLICABLE TO THEM AND THE COMPANY IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE COMPANY REQUIRED TO CHECK OR CONFIRM THE SAME.

#### DISCLAIMER OF THE RESERVE BANK OF INDIA

The securities/ instruments have not been recommended or approved by the RBI nor does RBI guarantee the accuracy or adequacy of the documents. It is to be distinctly understood that the documents should not, in any way, be deemed or construed that the securities have been recommended for investment by the RBI. RBI does not take any responsibility either for the financial soundness of the Issuer, or the securities being issued by the Issuer or for the correctness of the statements made or opinions expressed in the



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

documents. Potential investors may make investment decision in the securities offered in terms of the Disclosure Documents solely on the basis of their own analysis and RBI does not accept any responsibility about servicing/ repayment of such investment.

#### DISCLAIMER OF THE SECURITIES AND EXCHANGE BOARD OF INDIA

IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF THE GENERAL INFORMATION DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT.

The Disclosure Documents have not been filed with SEBI. The securities have not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this document. The issue of Debentures being made on private placement basis, filing of this document is not required with SEBI, however SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this document. The issue of Commercial Papers being made on private placement basis, filing of this document is not required with SEBI, however SEBI reserves the right to take up at any point of time, with the Issuer, any irregularities or lapses in this document.

#### DISCLAIMER OF THE ARRANGERS

It is advised that the Issuer has exercised self-due-diligence to ensure complete compliance of prescribed disclosure norms in the Disclosure Documents. The role of the Arrangers in the assignment is confined to marketing and placement of the Debentures on the basis of the Disclosure Documents as prepared by the Issuer in accordance with applicable SEBI regulations on the EBP mechanism. The Arrangers shall use this document for the purpose of soliciting subscription from eligible investors in the Debentures to be issued by the Issuer on private placement basis. It is to be distinctly understood that the aforesaid use of this document by the Arrangers should not in any way be deemed or construed that the document has been prepared, cleared, approved or vetted by the Arrangers, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Disclosure Documents, nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. The Arrangers or any of their directors, employees, affiliates or representatives do not accept any responsibility and/or liability for any loss or damage arising of whatever nature and extent in connection with the use of any of the information contained in the Disclosure Documents.

#### DISCLAIMER OF THE TRUSTEE

The Trustees are neither the borrowers nor principal debtors or guarantors of the monies paid/invested by eligible investors for the Debentures.

#### DISCLAIMER OF THE ISSUER

The Issuer confirms that the information contained in the Disclosure Documents is true and correct in all material respects and is not misleading in any material respect. All information considered adequate and relevant about the Issue and the Company has made available in the Disclosure Documents for the use and perusal of the eligible investors and no selective or additional information would be available for a section of investors in any manner whatsoever. The Issuer accepts no responsibility for statements made otherwise than in the Disclosure Documents or any other material issued by or at the instance of the Issuer and anyone placing reliance on any other source of information would be doing so at his/her/their own risk.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

#### DISCLAIMER OF THE STOCK EXCHANGE

As required, a copy of the Disclosure Documents has been/ shall be submitted to Stock Exchange for hosting the same on its website. It is to be distinctly understood that such submission of the document with Stock Exchange or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by Stock Exchange, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Disclosure Documents, nor does it warrant that this Issuer's securities will be listed or continue to be listed on the Exchange, nor does it take responsibility for the financial or other soundness of the Issuer, its promoters, its management or any scheme or project of the Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is made in India to Investors as specified under the clause titled "Eligible Investors" of the Disclosure Documents, who shall be/have been identified upfront by the Issuer. The Disclosure Documents and/or the Private Placement Offer cum Application Letter does not constitute an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. The Disclosure Documents and/or the Private Placement Offer cum Application Letter does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

#### FORCE MAJEURE

The Company reserves the right to withdraw the Issue at any time prior to the Issue Closing Date in the event of any unforeseen development adversely affecting the economic and/or regulatory environment or otherwise. In such an event, the Company will refund the application money, if any, collected without assigning any reason.

#### ISSUE OF DEBENTURES /CPs IN DEMATERIALISED FORM


The Debentures /CPs will be issued in dematerialised form. The Issuer has made arrangements with the Depositories for the issue of the Debentures/CPs in dematerialised form. Investors will have to hold the Debentures /CPs in dematerialised form as per the provisions of the Depositories Act. The Issuer shall take necessary steps to credit the Debentures/ CPs allotted to the beneficiary account maintained by the Investor with its Depository Participant. The Issuer will make the allotment to eligible investors on the Deemed Date(s) of Allotment after verification of the Application Form, the accompanying documents and on realisation of the application money.

#### EACH PERSON RECEIVING THE DISCLOSURE DOCUMENTS ACKNOWLEDGES THAT:

1. Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein;
2. Such person has not relied on any intermediary that may be associated with issuance of Debentures or Commercial Papers in connection with its investigation of the accuracy of such information or its investment decision.
3. The Issuer does not undertake to update the information in the Disclosure Documents to reflect subsequent events after the date of the Disclosure Documents and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer. Neither the delivery of the Disclosure Documents nor any sale of Debentures or Commercial Papers made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof. However, the Company shall in each Key Information Document highlight the material changes, if any, in the information about the Company contained in the General Information Document.

General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

SECTION D

DETAILS OF PROMOTERS OF THE ISSUER NAME	Rajan B. Raheja
Date of Birth/ Date of Incorporation	June 19, 1953
Age	70 Years
Registered Address	Rahejas, 87/1, G. B. Marg, Juhu, Mumbai – 400 049
Educational Qualification	B. Com
Experience in the business or employment	More than 43 years' experience in the fields of Manufacturing, Services and Real estate business
Positions/posts held in the past	Director, Chairman etc.
Directorships held	<ul style="list-style-type: none"> <li>• Sea-Side Exports Private Limited</li> <li>• Villa Capri Developers Private Limited</li> <li>• Bloomingdale Investment And Finance Pvt Ltd</li> <li>• Arjun Housing Private Limited</li> <li>• Shalini Construction Private Limited</li> <li>• Supreme Petrochem Limited</li> <li>• Exide Industries Limited</li> <li>• Kaveri Construction Pvt Ltd</li> <li>• Globus Stores Private Limited</li> <li>• Beach Plaza Contractors And Developers Private Limited</li> <li>• Juhu Beach Resorts Limited</li> <li>• Matsyagandha Investment and Finance Private Limited</li> <li>• Exide Energy Solutions Limited</li> </ul>
Other ventures of each promoter	Mr. Raheja is in diverse set of businesses
Special Achievements	-NA -
Business and financial activities of the Promoter	Mr. Rajan Raheja is a renowned businessman and has successfully promoted and guided several businesses and companies over the last 43 years
Photograph	
Permanent Accountant Number	AANPR0573J

General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

DETAILS OF PROMOTERS OF THE ISSUER NAME	Bloomingdale Investment and Finance Private Limited
<del>Date of Birth</del> / Date of Incorporation	July 25, 1986
Age	-NA -
Registered Address	Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054
Educational Qualification	-NA -
Experience in the business or employment	It is a NBFC holding RBI Registration Certificate No. RBI Reg.: 13.00025 dated 18th February, 1998
Positions/posts held in the past	-NA -
Directorships held	-NA -
Other ventures of each promoter	-NA -
Special Achievements	-NA -
Business and financial activities of the Promoter	It is a NBFC holding RBI Registration Certificate No. RBI Reg.: 13.00025 dated 18th February, 1998
Photograph	-NA -
Permanent Accountant Number	AAACB4653M

DETAILS OF PROMOTERS OF THE ISSUER NAME	Matsyagandha Investment and Finance Private Limited
<del>Date of Birth</del> / Date of Incorporation	June 4, 1990
Age	-NA -
Registered Address	Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054
Educational Qualification	-NA -
Experience in the business or employment	It is a NBFC holding RBI Registration Certificate No. RBI Reg.: 13.01224 dated 8th April, 1999
Positions/posts held in the past	-NA -
Directorships held	-NA -
Other ventures of each promoter	-NA -
Special Achievements	-NA -
Business and financial activities of the Promoter	It is a NBFC holding RBI Registration Certificate No. RBI Reg.: 13.01224 dated 8th April, 1999
Photograph	-NA -
Permanent Accountant Number	AAACM8011G

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

DETAILS OF PROMOTERS OF THE ISSUER NAME	Hathway Investments Private Limited
Date of Birth/ Date of Incorporation	July 6, 1993
Age	-NA -
Registered Address	Rahejas, 4th Floor, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054
Educational Qualification	-NA -
Experience in the business or employment	It is a NBFC holding RBI Registration Certificate No. RBI Reg.: 13.01179 dated 12th February, 1999
Positions/posts held in the past	-NA -
Directorships held	-NA -
Other ventures of each promoter	-NA -
Special Achievements	-NA -
Business and financial activities of the Promoter	It is a NBFC holding RBI Registration Certificate No. RBI Reg.: 13.01179 dated 12th February, 1999
Photograph	-NA -
Permanent Accountant Number	AAACH1675B

DETAILS OF LEGAL COUNSEL, MERCHANT BANKER, CO-MANAGERS GUARANTOR AND ARRANGERS

Legal Counsel	NA
Merchant banker and co-managers to the Issue (Not applicable for private placement. However, if appointed, to be disclosed)	As per the relevant Key Information Document
Guarantor, if applicable	As per the relevant Key Information Document
Arrangers, if any	As per the relevant Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION E

### ABOUT THE ISSUER AND THE ISSUE

(i) Overview and a brief summary of the business activities of the Issuer

Prism Johnson Limited is an integrated Building Materials Company, with a wide range of products ranging from cement and ready-mixed concrete to tiles and bath products. The Company has three divisions, viz. Cement ("Prism Cement"), H & R Johnson (India) ("HRJ") and RMC India ("Prism RMC"). Raheja QBE General Insurance Company Limited ("RQBE") is a subsidiary of the Company, where in the Company owns 51% stake and the balance is owned by QBE Insurance, Australia's second-largest global insurer.

The equity shares of the Company are listed on the BSE Limited and the National Stock Exchange of India Limited.

#### Prism Cement

Prism Cement manufactures Cement with the brand name 'Champion' and premium quality grades of cement under brand names 'Champion Plus', 'Duratech' and 'Champion All Weather'. It caters mainly to markets of Central and Eastern Uttar Pradesh, Madhya Pradesh and Bihar, with an average lead distance of 396 kilometers in FY24. Prism Cement has a wide distribution network of around 2,500 effective dealers serviced from around 166 stock points.

#### HRJ

Established in 1958, HRJ is one of the leading ceramic tiles companies in India. HRJ offers end-to-end solutions of tiles, sanitary ware, bath-fittings and engineered marble & quartz. Its products are sold under several strong brands, viz. Johnson Tiles, Johnson Marbonite, Johnson Porselano, Johnson Endura, Johnson International and Johnson Marble & Quartz. HRJ along with its joint ventures currently have a tile manufacturing capacity of around 67 million m<sup>2</sup> per annum spread across 11 manufacturing plants across the country.

#### PRISM RMC

Prism RMC is the amongst the top three players in the ready-mixed concrete sector, with a pan-India presence with 102 plants (including franchisees for purchase of ready-mixed concrete) at 47 cities / towns. Further, it has two technical labs that are certified by National Accreditation Board for Testing and Calibration Laboratories and ensures strict adherence to the quality of concrete manufactured at Prism RMC plants.

(ii) Structure of the group:

The Company has following Indian subsidiaries:

- (i) Raheja QBE General Insurance Company Limited
- (ii) H. & R. Johnson (India) TBK Limited
- (iii) RMC Readymix Porselano (India) Limited
- (iv) TBK Venkataramiah Tile Bath Kitchen Private Limited
- (v) TBK Rangoli Tile Bath Kitchen Private Limited
- (vi) TBK Samiyaz Tile Bath Kitchen Private Limited
- (vii) TBK Prathap Tile Bath Kitchen Private Limited
- (viii) Prism Johnson Building Solutions Limited
- (ix) Prism Concrete Solutions Limited

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

(x) P J L Cement Limited

The Company has following Joint Venture companies:

- (i) Ardex Endura (India) Pvt.Ltd.
- (ii) Antique Marbonite Pvt.Ltd.
- (iii) Coral Gold Tiles Pvt.Ltd.
- (iv) Sanskar Ceramics Pvt.Ltd.
- (v) Sentini Cermica Pvt.Ltd.
- (vi) Small Johnson Floor Tiles Pvt.Ltd.
- (vii) Spectrum Johnson Tiles Pvt.Ltd.
- (viii) TBK Deepgiri Tile Bath Kitchen Pvt.Ltd.
- (ix) TBK Florance Ceramics Pvt.Ltd.

The Company has following Associate companies:

- (i) CSE Solar Parks Satna Pvt.Ltd.
- (ii) Sunspring Solar Pvt.Ltd.
- (iii) Renew Green (MPR Two) Pvt.Ltd.

(iii) A brief summary of the business activities of the subsidiaries of the Issuer:

**Raheja QBE General Insurance Company Limited: -**

Raheja QBE General Insurance Company Limited ('RQBE') was incorporated on 14th August 2007 as a Company registered under the Companies Act, 2013. RQBE is a subsidiary of Prism Johnson Limited wherein the Company owns 51% stake and the balance is held by QBE Holdings (AAP) Pty Ltd (36.17%) and QBE Asia Pacific Holding Limited (12.83%). The Company is registered with Insurance Regulatory and Development Authority of India ('IRDAI') and has obtained its license on 11<sup>th</sup> December 2008. The Company holds a valid certificate of registration.

**H. & R. Johnson (India) TBK Limited:-**

H. & R. Johnson (India) TBK Limited (HRJ TBK), a Limited Company incorporated under the Companies Act, 1956, is a wholly owned subsidiary of Prism Johnson Limited. HRJ TBK is in the business providing customer care services in regards to tiles, bathroom fittings, and kitchen fittings.

**RMC Readymix Porselano (India) Limited:-**

RMC Readymix Porselano (India) Limited (RRPIL), a limited company incorporated under the Companies Act, 1956, is a wholly owned subsidiary of Prism Johnson Limited. RRPIL is in the business of trading in tiles, bathroom fittings, kitchen & branded tiles display unit, having retail outlets across the nation.

**TBK Venkataramiah Tile Bath Kitchen Private Limited:-**

TBK Venkataramiah Tile Bath Kitchen Pvt. Ltd. is a Subsidiary of Prism Johnson Limited, in the business of trading in Tiles, Bathroom Fittings etc.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

**TBK Rangoli Tile Bath Kitchen Private Limited:-**

TBK Rangoli Tile Bath Kitchen Pvt. Ltd. is a subsidiary of Prism Johnson Limited, in the business of trading in Tiles, Bathroom Fittings etc.

**TBK Samiyaz Tile Bath Kitchen Private Limited:-**

TBK Samiyaz Tile Bath Kitchen Pvt Ltd. is a Subsidiary of Prism Johnson Limited, in the business of trading in Tiles, Bathroom Fittings etc.

**TBK Prathap Tile Bath Kitchen Private Limited:-**

TBK Prathap Tile Bath Kitchen Private Limited is a Subsidiary of Prism Johnson Limited, in the business of trading in Tiles, Bathroom Fittings etc.

**Prism Johnson Building Solutions Limited:-**

Prism Johnson Building Solutions Limited is engaged in the business of manufacturing and dealing in cement and clinker, tiles, ready-mixed concrete and allied and by-products

**Prism Concrete Solutions Limited:-**

Prism Concrete Solutions Limited is engaged in the business of manufacturing and dealing in all kinds of cements, cement products of every description, ready mixed concrete of all kinds, tiles, sanitaryware and bath fittings, other building material and allied products

**PJL Cement Limited:-**

PJL Cement Limited is engaged in the business of manufacturing and dealing in all kinds of cements, cement products of every description, ready mixed concrete of all kinds, tiles of all kinds, sanitary ware and bath fittings, other building materials and allied products

**Ardex Endura (India) Pvt.Ltd.**

Ardex Endura (India) Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 joint venture between Ardex Beteiligungs GmbH and Prism Johnson Limited, and is engaged in the business of manufacturing, marketing of tiles adhesives, grouts, flooring, waterproofing and allied products.

**Antique Marbonite Pvt.Ltd.**

Antique Marbonite Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 joint venture between Antique Granito Shareholders' Trust and Prism Johnson Limited, and is engaged in the business of manufacturing of Ceramic Vitrified Tiles.



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

**Coral Gold Tiles Pvt.Ltd.**

Coral Gold Tiles Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 joint venture between Individual Shareholders and Prism Johnson Limited, and is engaged in the business of manufacturing of Ceramic Tiles.

**Sanskar Ceramics Pvt.Ltd.**

Sanskar Ceramics Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 joint venture between Sanskar Shareholders Trust and Prism Johnson Limited, and is engaged in the business of manufacturing of Ceramic Tiles

**Sentini Cermica Pvt.Ltd.**

Sentini Cermica Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 joint venture between Seshasuma Finvest Private Limited and Prism Johnson Limited, and is engaged in the business of manufacturing of Ceramic Tiles.

**Small Johnson Floor Tiles Pvt.Ltd.**

Small Johnson Floor Tiles Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 joint venture between Small Shareholders Trust and Prism Johnson Limited, and is engaged in the Trading of Ceramics Tiles

**Spectrum Johnson Tiles Pvt.Ltd.**

Spectrum Johnson Tiles Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 joint venture between Spectrum Shareholders Trust and Prism Johnson Limited, and is engaged in the business of manufacturing of Ceramic Wall Tiles.

**TBK Deepgiri Tile Bath Kitchen Pvt.Ltd.**

TBK Deepgiri Tile Bath Kitchen Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 Joint Venture between Prism Johnson Limited and Deepgiri Ceramics LLP, and is engaged in the business of trading in Tiles, Bathroom Fittings etc.

**TBK Florance Ceramics Pvt.Ltd.**

TBK Florance Ceramics Private Limited, a Company incorporated under the Companies Act, 1956, is a 50:50 Joint Venture between Prism Johnson Limited, Mr. Vinod Khullar, Ms. Sunita Khullar & Mr. Vikram Khullar, and is engaged in the business of trading in Tiles, Bathroom Fittings etc.

**CSE Solar Parks Satna Pvt.Ltd.**

CSE Solar Parks Satna Private Limited, is engaged in the business of generation and distribution of solar power and development, operation and maintenance of solar power generation system. The Company holds 27.95% stake in CSE Solar Parks Satna Private Limited.

**Sunspring Solar Pvt.Ltd.**

Sunspring Solar Private Ltd. is engaged in the business of generation and distribution of solar energy. The Company holds 27% stake in Sunspring Solar Private Ltd.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

#### Renew Green (MPR Two) Pvt.Ltd

Renew Green (MPR Two) Private Limited, is engaged in the business of generation and distribution of wind power. The Company holds 45% stake in Renew Green (MPR Two) Private Limited.

(iv) Details of branches or units where the Issuer carries on its business activities, if any:

The Company is primarily engaged in the business of manufacture of Portland Cement, manufacturing and trading of Tiles & Bath Products and Ready mixed Concrete. The details of the various divisions constituting the business are as follows:

#### Cement Division:-

Cement Division's plants are situated at Satna, Madhya Pradesh, and the central marketing office is at Varanasi, Uttar Pradesh. The Division has regional marketing offices at Madhya Pradesh – Satna, Jabalpur, Gwalior; Uttar Pradesh -Varanasi, Lucknow, Prayagraj, Bareilly, Kanpur, Gorakhpur and Bihar - Patna.”

#### H & R Johnson (India) Division (HRJ):

HRJ Division has its tile manufacturing plants at Dewas in Madhya Pradesh; Kunigal, in Karnataka; Pen, in Maharashtra; Vijayawada, in Andhra Pradesh, Karaikal, in Puducherry and Panagarh in West Bengal and faucet manufacturing plants situated at Baddi in Himachal Pradesh and Samba in Jammu & Kashmir.

The Division has its branches at Ahmedabad, Bengaluru, Bhubaneshwar, Calicut, Chandigarh, Chennai, Coimbatore, Ernakulam, Guwahati, Hyderabad, Indore, Jaipur, Jalandhar, Kolkata, Lucknow, Madurai, Mumbai New Delhi, Patna, Pune, Raipur, Ranchi, Siliguri, Thane, Trichy, Trivandrum, Vishakhapatnam, Vijayawada, Varanasi and Tuticorin.

#### RMC Readymix (India) Division (RMC):

The RMC Division has readymixed concrete plants located in different parts of the country and at present it operates 102 ready-mixed concrete plants spread across 47 locations in the country

(v) Project cost and means of financing, in case of funding of new projects:

Nil

(vi) Expenses of the Issue:

Expenses	Fees Amount (in Rs.)	Fees as a percentage of total issue expenses (%)	Fees as a percentage of total issue size (%)
Lead manager(s) fees	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document
Underwriting commission	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document
Brokerage, selling, commission and upload fees	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Fees payable to the registrars to the Issue	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document
Fees payable to the legal advisors	N.A	N.A	N.A
Advertising and marketing expenses	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document
Fees payable to the regulators including Stock Exchanges	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document
Expenses incurred on printing and distribution of Issue stationary	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document
Any other fees, commission or payments under whatever nomenclature	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document
<b>Total</b>	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION F

### FINANCIAL INFORMATION

#### A. Financial Information

- (i) The audited financial statements (i.e. profit & loss statement, balance sheet and cash flow statement) both on a standalone and consolidated basis for a period of three completed years, which shall not be more than six months old from the date of the draft offer document or offer document or issue opening date, as applicable. The above financial statements shall be accompanied with the Auditor's Report along with the requisite schedules, footnotes, summary etc. Such financial statements shall be audited and certified by the statutory auditor(s) who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountant of India ("ICAI").

The peer review certificate number of M/s. S R B C & Co. LLP as issued by ICAI:- '014892' and the certificate is valid upto: - February 28, 2026

#### Standalone Audited Financial Statement

FY2023-24: <https://www.prismjohnson.in/wp-content/uploads/2024/05/AFR-March-31-2024.pdf>

FY 2022-23: <https://www.prismjohnson.in/wp-content/uploads/2023/07/Annual-Report-2022-23-1.pdf>

FY 2021-22: <https://www.prismjohnson.in/wp-content/uploads/2022/12/Annual-Report-2021-2022-1.pdf>

#### Consolidated Audited Financial Statements

FY2023-24: <https://www.prismjohnson.in/wp-content/uploads/2024/05/AFR-March-31-2024.pdf>

FY 2022-23: <https://www.prismjohnson.in/wp-content/uploads/2023/07/Annual-Report-2022-23-1.pdf>

FY 2021-22: <https://www.prismjohnson.in/wp-content/uploads/2022/12/Annual-Report-2021-2022-1.pdf>

Note: The Standalone and Consolidated Audited financial results submitted to Stock exchange can be accessed through above link.

Auditor's Report can be accessed at:

FY2023-24: <https://www.prismjohnson.in/wp-content/uploads/2024/05/SE-Audited-Financial-Results-FY-2023-24.pdf>

FY 2022-23: <https://www.prismjohnson.in/wp-content/uploads/2023/07/Annual-Report-2022-23-1.pdf>

FY 2021-22: <https://www.prismjohnson.in/wp-content/uploads/2022/12/Annual-Report-2021-2022-1.pdf>

The unaudited financial information with limited review report (for the interim period).

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Standalone Unaudited Financial Statement

Not Applicable

Consolidated Unaudited Financial Statements

Not Applicable

(ii) Key Operational and Financial Parameters on a Consolidated and Standalone Basis:

For Non-Financial Sector Entities:

Standalone Basis

(Amt. in Crores)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
<b>Balance Sheet</b>			
Property, Plant and Equipment (including Capital Work in Progress and Investment Property)	2,923.21	2,707.62	2,712.51
Intangible Assets (including Intangible Assets under Development)	47.10	31.96	36.36
Financial Assets (Current and Non-Current Assets)	1,633.68	1,480.80	1,344.15
Other Non-Current Assets	105.66	96.94	78.86
Current Assets	946.46	850.33	890.19
<b>Total assets</b>	<b>5,656.11</b>	<b>5,167.65</b>	<b>5,062.07</b>
Financial Liabilities (Current and Non-Current)	3,544.69	3,358.65	3,387.05
- Borrowings	1,142.78	1,262.42	1,343.00
- Other Financial Liabilities	2,401.91	2,096.23	2,044.05
Non-Current Liabilities	207.80	95.48	96.75
Current Liabilities	412.44	422.86	206.91
Provisions	100.18	85.26	102.48
<b>Total liabilities</b>	<b>4,265.11</b>	<b>3,962.25</b>	<b>3,793.19</b>
Equity (equity share capital and other equity)	1,391.00	1,205.40	1,268.88
<b>Total Equity and Liabilities</b>	<b>5,656.11</b>	<b>5,167.65</b>	<b>5,062.07</b>
<b>Profit and Loss</b>			
Total revenue from operations	7,068.59	6,711.46	5,568.79
Other income	39.26	33.38	34.93
<b>Total Income</b>	<b>7,107.85</b>	<b>6,744.84</b>	<b>5,603.72</b>
<b>Total Expenses</b>	<b>7,154.93</b>	<b>6,822.18</b>	<b>5,438.60</b>
Exceptional items (Net income/(expenses))	242.55	(6.84)	8.99
<b>Profit / (loss) before Tax</b>	<b>195.47</b>	<b>(84.18)</b>	<b>174.11</b>
Tax expenses	5.22	(25.32)	40.86
<b>Profit / (loss) for the period</b>	<b>190.25</b>	<b>(58.86)</b>	<b>133.25</b>
Other comprehensive income	(4.65)	(4.62)	(3.58)
<b>Total comprehensive income</b>	<b>(185.60)</b>	<b>(63.48)</b>	<b>129.67</b>
Earnings per equity share (Basic)	3.78	-1.17	2.65

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Earnings per equity share (Diluted)	3.78	-1.17	2.65
<b>Cash Flow</b>			
Net cash from / used in(-) operating activities	454.11	626.20	534.01
Net cash from / used in(-) investing activities	50.97	(336.75)	(245.51)
Net cash from / used in(-) financing activities	(341.60)	(283.97)	(383.78)
Net increase/decrease(-) in cash and cash equivalents	163.48	5.48	(95.28)
Cash and cash equivalents as per Cash Flow Statement as at end of the period	413.83	250.35	245.13
<b>Additional Information</b>			
Net worth	1,391.00	1,205.40	1,268.88
Cash and Cash Equivalents and Bank	480.60	312.68	301.41
Current Investments	-	-	-
Net Sales	7,068.59	6,711.46	5,568.79
EBIDTA	454.98	394.43	575.72
EBIT	123.47	89.60	335.27
Dividend Amounts	-	-	-
Debt equity ratio	0.82	1.05	1.06
Debt Service Coverage Ratios	1.98	1.20	2.08
Interest Service Coverage Ratio	4.89	2.84	4.10
Current Ratio	0.96	0.86	0.97
Long Term Debt to Working Capital	-11.58	-4.36	-26.83
Current liability ratio – Current liabilities/ Non-current liabilities	50.93%	53.10%	48.17%
Total debts/ Total assets	20.21%	24.43%	26.54%

Key Operational and Financial Parameters on a Consolidated Basis:

(Amt. in Crore)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
<b>Balance Sheet</b>			
Property, Plant and Equipment (including Capital Work in Progress and Investment Property)	3,349.77	3,150.13	3,133.66
Intangible Assets (including Intangible Assets under Development)	52.07	37.30	40.70
Financial Assets (Current and Non-Current Assets)	2,186.99	2,016.05	1,919.94
Other Non-Current Assets	250.58	218.54	195.80
Current Assets	1,250.07	1,134.03	1,166.92
<b>Total assets</b>	<b>7,089.48</b>	<b>6,556.05</b>	<b>6,457.02</b>
Financial Liabilities (Current and Non-Current)	3,758.98	3,586.03	3,627.10
- Borrowings	1,333.24	1,467.56	1,559.92
- Other Financial Liabilities	2,425.74	2,118.47	2,067.18
Non-Current Liabilities	498.19	374.82	368.05
Current Liabilities	1,079.06	1,035.37	730.36
Provisions	109.82	97.07	135.97
<b>Total liabilities</b>	<b>5,446.05</b>	<b>5,093.29</b>	<b>4,861.48</b>
Equity (equity share capital and other equity)	1,388.96	1,206.69	1,323.01

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Non-controlling interests	254.47	256.07	272.53
<b>Total Equity and Liabilities</b>	<b>7,089.48</b>	<b>6,556.05</b>	<b>6,457.02</b>
<b>Profit and Loss</b>			
Total revenue from operations	7,587.51	7,360.52	6,306.42
Other income	34.56	34.47	39.57
<b>Total Income</b>	<b>7,622.07</b>	<b>7,394.99</b>	<b>6,345.99</b>
<b>Total Expenses</b>	<b>7,704.96</b>	<b>7,575.59</b>	<b>6,277.92</b>
Exceptional items (Net income/(expenses))	242.55	(6.84)	8.99
Share of profit in Joint Ventures and Associates	14.63	9.65	6.87
<b>Profit / (loss) before Tax</b>	<b>174.29</b>	<b>(177.79)</b>	<b>83.93</b>
Tax expenses	12.36	(20.06)	39.98
<b>Profit / loss for the period</b>	<b>161.93</b>	<b>(157.73)</b>	<b>43.95</b>
Other comprehensive income	9.45	(24.98)	(11.58)
<b>Total comprehensive income</b>	<b>171.38</b>	<b>(182.71)</b>	<b>32.37</b>
Earnings per equity share (Basic)	3.60	-2.05	1.82
Earnings per equity share (Diluted)	3.60	-2.05	1.82
<b>Cash Flow</b>			
Net cash from / used in(-) operating activities	472.81	591.86	572.71
Net cash from / used in(-) investing activities	72.30	(319.87)	(320.16)
Net cash from / used in(-) financing activities	(371.09)	(266.79)	(341.54)
Net increase/decrease(-) in cash and cash equivalents	174.02	5.20	(88.99)
Cash and cash equivalents as per Cash Flow Statement as at end of the period	436.01	261.99	257.05
Net worth	1,388.96	1,206.69	1,323.01
Cash and Cash Equivalents and Bank	506.02	326.67	374.10
Current Investments	163.81	83.85	37.19
Net Sales	7,587.51	7,360.52	6,306.42
EBIDTA	488.97	360.83	523.29
EBIT	109.73	5.24	253.21
<b>Additional Information</b>			
Debt equity ratio	0.96	1.22	1.18
Debt Service Coverage Ratios	1.82	0.99	1.69
Interest Service Coverage Ratio	4.46	2.33	3.45
Current Ratio	0.93	0.83	0.94
Long Term Debt to Working Capital	-5.13	-2.88	-9.07
Current liability ratio – Current liabilities/ Non-current liabilities	52.40%	53.63%	49.22%
Total debts/ Total assets	18.81%	22.39%	24.16%

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

- (iii) Details of any other contingent liabilities of the Issuer based on the latest audited financial statements including amount and nature of liability.

*Note: The details of contingent liability of the Issuer for the financial year ending March 31, 2024 shall be available in the Annual Report of the Issuer.*

**Contingent Liabilities as on March 31, 2023:**

1. Guarantees given by the Company's bankers and counter guaranteed by the Company: ₹ 95.85 Crores
2. Claims against the Company not acknowledged as debts on account of disputes:
  - (i) Energy Development Cess ₹ 9.89 Crores
  - (ii) Other Claims in respect to Income Tax, Sales Tax, Entry Tax, Excise Duty, Service Tax and other claims ₹ 341.09 Crores.

(Amt. in crore)

- (iv) The amount of corporate guarantee or letter of comfort issued by the Issuer along with details of the counterparty (viz. name and nature of the counterparty, whether a subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued.

Nil.



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION G

### BRIEF HISTORY OF THE COMPANY SINCE INCORPORATION

#### 1. Capital Structure

a) Details of Share Capital as at last quarter ended, i.e. March 31, 2024: -

Share Capital	Amount
Authorised Share Capital	Rs. 651,21,50,000/- consisting of 65,12,15,000 Equity Shares of face value of Rs.10/- each.
Issued, Subscribed and Paid-up Share Capital	Rs. 503,35,65,800/- consisting of 50,33,56,580 Equity Shares of face value of Rs. 10/- each fully paid.

b) Changes in its capital structure as at quarter ended, i.e., March 31, 2024 for the preceding three financial years and current financial year: -

Date of Change (AGM/ EGM)	Particulars
There is no change in capital structure for the preceding three financial years i.e. FY 2021-2022, 2022-2023 & 2023-2024 and current financial year i.e. FY 2024-2025.	

c) Details of the equity share capital history of the Company for the preceding 3 (three) financial years and current financial year:

Date of Allotment	No. Of Equity Shares	Face Value (in Rs. Per share)	Issue Price (in Rs. Per share)	Consideration (other than cash, etc)	Nature of allotment	Cumulative			Re-mark
						No. Of Equity shares	Equity Share Capital (in Rs.)	Equity Share Premium (in Rs.)	
Not Applicable									

d) Details of any acquisition or amalgamation with any entity in the preceding one year: -

None

e) Details of any Reorganization or Reconstruction in the preceding 1 (one) year: -

Type of Event	Date of Announcement	Date of Completion	Details
None			

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

- f) Details of the shareholding of the Company as at the latest quarter ended, i.e. March 31, 2024 as per the format specified under the listing regulations:-

Notes:- Shares pledged or encumbered by the promoters (if any): NIL

Sr. No.	Particulars	No. of equity shares held	No. of shares held in demat form	Total Shareholding as % of total no. of equity shares
1.	Promoter & Promoter Group	37,68,81,169	37,68,81,169	74.87
2	Institution (Domestic)	2,54,21,948	2,54,19,548	5.05
3	Institution (Foreign)	1,94,83,177	1,94,83,177	3.88
4	Non-Institution			
	- Investor Education and Protection Fund	35,44,738	35,44,738	0.70
	- Resident Individuals	5,77,28,453	5,57,87,681	11.47
	- Non Resident Indian / Foreign National	13,27,049	11,84,349	0.26
	- Bodies Corporate	1,70,08,811	1,69,87,311	3.38
	- Clearing Members	7,156	7,156	0.00
	- HUFs	19,35,291	19,35,291	0.38
	- Suspense Escrow Demat Account	5,700	5,700	0.00
	- Trust	12,588	12,588	0.00
	- Unclaimed Demat Share Suspense Account	500	500	0.00
	<b>Total</b>	<b>50,33,56,580</b>	<b>50,12,49,208</b>	<b>100.00</b>

- g) List of top 10 (ten) holders of equity shares as at the latest quarter ended, i.e. as on March 31, 2024:

Sr. No.	Name of the Shareholders	Total No of Equity Shares	No. of shares in Demat form	Total Shareholding as % of total no of equity shares
1.	Hathway Investments Private Limited	18,98,80,786	18,98,80,786	37.72
2.	Matsyagandha Investment and Finance Private Limited	8,72,42,460	8,72,42,460	17.33
3	Rajan B. Raheja	5,14,06,327	5,14,06,327	10.21
4.	Bloomingdale Investment & Finance Private Limited	3,15,07,000	3,15,07,000	6.26
5.	SBI Long Term Equity Fund	1,11,02,913	1,11,02,913	2.21
6.	Jupiter India Fund	1,09,94,205	1,09,94,205	2.18
7.	SBI Contra Fund	85,98,552	85,98,552	1.71
8.	Suman R Raheja	56,90,528	56,90,528	1.13
9.	Akshay Rajan Raheja	55,76,784	55,76,784	1.11
10.	Viren Rajan Raheja	55,76,784	55,76,784	1.11

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## 2. Directors of the Company:

Following details regarding the directors of the Company: -

### a) Details of the current directors of the Company:

Name, Designation and DIN	Age (in years)	Address	Date of Appointment	Details of other directorship
Mr. Shobhan Thakore, Chairman, Non-executive Independent Director DIN: 00031788	76	M/s. Talwar Thakore & Associates, 3rd Floor, Kalpataru Heritage, 127, M. G. Road, Fort, Mumbai – 400 001	19/06/2014	<ul style="list-style-type: none"> <li>• Alkyl Amines Chemicals Limited</li> <li>• UNI Deritend Limited</li> <li>• Raheja QBE General Insurance Company Limited</li> <li>• Sharda Cropchem Limited</li> <li>• Asteria Aerospace Limited</li> <li>• Tesseract Imaging Limited</li> <li>• Indiavidual Learning Limited</li> </ul>
Mr. Rajan Raheja, Non-executive Non-independent Director DIN: 00037480	70	“Rahejas”, 1st floor, Main Avenue, V. P. Road, Santacruz (W), Mumbai – 400 054.	01/04/1994	<ul style="list-style-type: none"> <li>• Sea-Side Exporters Private Limited</li> <li>• Villa Capri Developers Private Limited</li> <li>• Bloomingdale Investment And Finance Pvt Ltd</li> <li>• Arjun Housing Private Limited</li> <li>• Shalini Construction Private Limited</li> <li>• Supreme Petrochem Limited</li> <li>• Exide Industries Limited</li> <li>• Kaveri Construction Pvt Ltd</li> <li>• Globus Stores Private Limited</li> <li>• Beach Plaza Contractors and Developers Private Limited</li> <li>• Juhu Beach Resorts Limited</li> <li>• Matsyagandha Investment and Finance Private Limited</li> <li>• Exide Energy Solutions Limited</li> </ul>
Mr. Akshay Raheja, Non-executive Non-independent Director DIN: 00288397	42	“Rahejas”, 1st floor, Main Avenue, V. P. Road, Santacruz (W), Mumbai – 400 054.	05/03/2022	<ul style="list-style-type: none"> <li>• R. Raheja Properties &amp; Developers Private Limited</li> <li>• Kuntiputra Properties Private Limited</li> <li>• Innovassynth Technologies (India) Limited</li> <li>• ABU Developers Private Limited</li> <li>• Globus Stores Private Limited</li> <li>• Kuntinandan Contractors and</li> </ul>

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

				<ul style="list-style-type: none"> <li>Developers Private Limited</li> <li>Hathway Investments Private Limited</li> <li>Raheja QBE General Insurance Company Limited</li> <li>Bloomingdale Investment and Finance Pvt Ltd</li> <li>Raheja Investments Private Limited</li> <li>Windsor Realty Private Limited</li> <li>Amber Apartment Makers Private Limited</li> <li>Arjun Housing Private Limited</li> <li>Hathway Cable and Datacom Limited</li> <li>EIH Associated Hotels Limited</li> </ul>
Mr. Vijay Aggarwal, Managing Director DIN: 00515412	55	"Rahejas", 2nd Floor, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054.	03/03/2010	<ul style="list-style-type: none"> <li>Ardex Endura (India) Private Limited</li> <li>Discovery Financial Services Private Limited</li> <li>Raheja QBE General Insurance Company Limited</li> <li>Indian Council of Ceramic Tiles &amp; Sanitaryware</li> </ul>
Mr. Vivek Agnihotri, Executive Director & CEO (Cement)  DIN: 02986266	64	"Rahejas", 2nd Floor, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054.	17/08/2015	Nil
Mr. Sarat Chandak, Executive Director & CEO (HRJ)  DIN: 06406126	53	7th Floor, Windsor,C.S.T. Road, Kalina, Santacruz (E), Mumbai – 400 098	03/03/2019	<ul style="list-style-type: none"> <li>Ardex Endura (India) Private Limited</li> <li>Indian Council of Ceramic Tiles &amp; Sanitaryware</li> <li>Coral Gold Tiles Private Limited</li> </ul>
Mr. Anil Kulkarni, Executive Director & CEO (RMC)  DIN: 10186252	53	7th Floor, Windsor,C.S.T. Road, Kalina, Santacruz (E), Mumbai – 400 098	01/07/2023	Nil
Ms. Ameeta Parpia, Non-executive Independent Director	59	M/s. A. H. Parpia & Co., 203/204, Prabhat Chambers, 2nd Floor,92,	05/05/2010	<ul style="list-style-type: none"> <li>Supreme Petrochem Limited</li> <li>Raheja QBE General Insurance Company Limited</li> <li>Hathway Cable and Datacom Limited</li> </ul>

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

DIN: 02654277		S. V. Road, Khar (W), Mumbai – 400 052.		<ul style="list-style-type: none"> <li>• Hathway Digital Limited</li> <li>• The Supreme Industries Limited</li> <li>• EIH Associated Hotels Limited</li> </ul>
Dr. Raveendra Chittoor, Non-executive Independent Director  DIN: 02115056	57	1837, Chimo Close, Victoria, B.C., Canada, V8N4X7	03/07/ 2017	Nil
Mr. Joseph Conrad Agnelo D'Souza, Non- executive Independent Director  DIN: 00010576	64	501, Hasmukh Mansion, Plot No- 375, 14 th Road, Khar (W) Mumbai, 400052	29/03/2024	<ul style="list-style-type: none"> <li>• Chalet Hotels Limited</li> <li>• Camlin Fine Sciences Limited</li> <li>• Asianet Satellite Communications Limited</li> <li>• Juhu Beach Resorts Limited</li> <li>• Nations Trust Bank PLC, Sri Lanka</li> </ul>
Ms. Ravina Rajpal, Non- executive Independent Director DIN: 09380471	47	41/A, Maker Tower, Cuffe Parade, Colaba, Mumbai 400005	29/03/2024	<ul style="list-style-type: none"> <li>• Asianet Satellite Communications Limited</li> </ul>

b) Details of change in directors in the preceding three financial years and current financial year:

Sr. No.	Name, Designation and DIN	Date of Appointment	Date of cessation, if applicable	Date of resignation, if applicable	Remarks
1.	Mr. Atul R Desai, Executive Director & CEO (RMC)  DIN: 01918187	29/08/2016	28/08/2022	N.A.	Retired on the expiry of his term.
2	Mr. Anil Kulkarni, Executive Director & CEO (RMC)  DIN: 10186252	01/07/2023	N.A.	N.A.	Appointed as Executive Director & CEO (RMC)
3	Mr. Akshay Raheja, Non-executive Non- Independent Director	05/03/2022	N.A.	N.A.	Appointed as Non-executive Non-independent Director

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

	independent DIN: 00288397	Director				
4	Mr. Joseph Agnelo Non-executive Independent DIN: 00010576	Conrad D'Souza Director	29/03/2024	N.A.	N.A.	Appointed as Non executive Independent Director.
5	Ms. Ravina Non-executive Independent DIN: 09380471	Rajpal Director	29/03/2024	N.A.	N.A.	Appointed as Non executive Independent Director.

c) Details of directors' remuneration, and such particulars of the nature and extent of their interests in the issuer (during the current year and preceding three financial years):

i. Remuneration payable or paid to a director by the issuer, its subsidiary or associate company; shareholding of the director in the company, its subsidiaries and associate companies on a fully diluted basis (in Rs. Crores)

Name of Director	Remuneration Paid by the Issuer for FY 23-24	Remuneration Paid by the Issuer for FY 22-23	Remuneration Paid by the Issuer for FY 21-22	Remuneration Paid by the Issuer for FY 20-21
Mr. Shobhan Thakore	Sitting Fees:- 0.07 Commission:- 0.25 Remuneration:- Nil Shareholding:- Nil	Sitting Fees:- 0.05 Commission:- 0.25 Remuneration:- Nil Shareholding:- Nil	Sitting Fees:- 0.06 Commission:- 0.25 Remuneration:- Nil Shareholding:- Nil	Sitting Fees:- 0.08 Commission:- 0.25 Remuneration:- Nil Shareholding:- Nil
Mr. Rajan B. Raheja	Sitting Fees :- 0.04 Commission :- Nil Remuneration: Nil Shareholding – 10.21%	Sitting Fees :- 0.02 Commission :- Nil Remuneration: Nil Shareholding:- 10.21%	Sitting Fees :- 0.02 Commission :- Nil Remuneration: Nil Shareholding:- 10.21%	Sitting Fees :- 0.03 Commission :- Nil Remuneration: Nil Shareholding:- 10.21%
Mr. Akshay R. Raheja	Sitting Fees:- 0.04 Commission:- Nil Remuneration:- Nil Shareholding:- 1.11%	Sitting Fees:- 0.02 Commission:- Nil Remuneration:- Nil Shareholding:- 1.11%	Sitting Fees :- Nil Commission :- Nil Remuneration:- Nil Shareholding:- 1.11%	Not Applicable

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Mr. Vijay Aggarwal	Sitting Fees:- Nil Commission:- Nil Remuneration:- 10.80 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 10.20 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 12.64 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 5.56 Shareholding:- Nil
Mr. Vivek K. Agnihotri	Sitting Fees:- Nil Commission:- Nil Remuneration:- 3.92 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 3.74 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 3.41 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 3.41 Shareholding:- Nil
Mr. Sarat Chandak	Sitting Fees:- Nil Commission:- Nil Remuneration:- 3.72 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 3.49 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 3.98 Shareholding:- Nil	Sitting Fees:- Nil Commission:- Nil Remuneration:- 3.02 Shareholding:- Nil
Mr. Anil Kulkarni	Sitting Fees:- Nil Commission:- Nil Remuneration:- 1.42 Shareholding:- Nil	Not Applicable	Not Applicable	Not Applicable
Ms. Ameeta A. Parpia	Sitting Fees :- 0.08 Commission :- 0.20 Remuneration:- Nil Shareholding: 0.03%	Sitting Fees :- 0.05 Commission :- 0.20 Remuneration:- Nil Shareholding: 0.03%	Sitting Fees :- 0.06 Commission :- 0.20 Remuneration:- Nil Shareholding: 0.03%	Sitting Fees :- 0.08 Commission :- 0.20 Remuneration:- Nil Shareholding: 0.02%
Dr. Raveendra Chittoor	Sitting Fees:- 0.07 Commission:- 0.15 Remuneration:- Nil Shareholding:- Nil	Sitting Fees:- 0.05 Commission:- 0.15 Remuneration:- Nil Shareholding:- Nil	Sitting Fees:- 0.06 Commission:- 0.15 Remuneration:- Nil Shareholding:- Nil	Sitting Fees:- 0.07 Commission:- 0.15 Remuneration:- Nil Shareholding:- Nil
Mr. Joseph Conrad Agnelo D'Souza	Sitting Fees :- 0.01 Commission :- Nil Remuneration:- Nil Shareholding:- Nil	Not Applicable	Not Applicable	Not Applicable

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Ms. Ravina Rajpal	Sitting Fees :- 0.01 Commission :- Nil Remuneration:- Nil Shareholding:- Nil	Not Applicable	Not Applicable	Not Applicable
-------------------	---	----------------	----------------	----------------

ii. Appointment of any relatives to an office or place of profit of the issuer, its subsidiary or associate company

Nil

iii. Full particulars of the nature and extent of interest, if any, of every director:

A. in the promotion of the issuer company - NIL

B. in any immoveable property acquired by the issuer company in the two years preceding the date of the issue document or any immoveable property proposed to be acquired by it – NIL

C. where the interest of such a director consists in being a member of a firm or company, the nature and extent of his interest in the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to help him qualify as a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the issuer company shall be disclosed - NIL

iv. Contribution being made by the directors as part of the offer or separately in furtherance of such objects:

NIL

3. Any financial or other material interest of the directors, promoters, key managerial personnel or senior management in the Issue and the effect of such interest in so far as it is different from the interests of other persons:

NIL

4. Auditors of the Company:

(i) Following details regarding the auditors of the Company:

Name of the auditor	Address	Date of appointment
M/s. S R B C & Co. LLP Chartered Accountants	12th Floor, The Ruby 29 Senapati Bapat Marg Dadar (West) Mumbai - 400 028, India	August 3, 2023



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

(ii) Details of change in auditor for preceding three financial years and current financial year:

Sl No.	Name and Address	Date of appointment	Date of cessation, if applicable	Date of Resignation, if applicable
1	M/s. G. M. Kapadia & Co.1007, Raheja Chambers,213, Nariman Point, Mumbai- 400021, India	August 08, 2018	August 3, 2023	N.A.

5. Details of the following liabilities of the Issuer, as at the end of the preceding quarter, i.e. March 31, 2024 or if available, a later date: -

(i) Details of Outstanding Secured Loan Facilities: -

Name of Lender	Type of Facility	Amount Sanctioned	Principal Amount outstanding	Redemption Date / Schedule	Security	Credit Rating, if applicable	Asset Classification
ICICI Bank	Term Loan	52.17	52.17	Quarterly in 23 structured installments payable from the last day of 18th month from date of first drawdown of facility availed on March 18, 2020.	Secured by exclusive charge on all the movable Property, plant and equipment in relation to the Waste Heat Recovery System of the company, both present and future.	IND A+/Positive	
ICICI Bank	Term Loan	30.60	30.60	Quarterly in 13 equal installments payable from the last day of 24th month from date of first drawdown of facility availed on September 2, 2020. During the year, part prepayment was made on September 2, 2023	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	IND A+/Positive	

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

ICICI Bank	Term Loan	200.00	200.00	Quarterly in 13 equal installments payable from the last day of 18th month from date of first drawdown of facility availed on February 13, 2024.	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	IND A+/Positive	
ICICI Bank	Term Loan	100.00	100.00	Quarterly in 4 equal installments payable from the last day of 27th month from date of first drawdown of facility availed on July 22, 2022. During the year, part prepayment was made on February 7, 2024	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future.	IND A+/Positive	
HDFC Bank	Term Loan	121.43	121.43	Quarterly in 28 equal installments payable from the last day of 24 months from date of first drawdown of facility availed on June 30, 2020. During the year, part prepayment was made on October 3, 2023	Secured by first pari passu charge on all the movable and immovable assets of the Cement Division, both present and future, except land in Andhra Pradesh. Also secured by second pari passu charge over Current Assets, Receivables of Cement Division both present and future; Unconditional and irrevocable personal guarantee of Director.	IND A+/Positive	

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Bajaj Finance Ltd	Term Loan	100.00	100.00	Quarterly in 8 installments payable from the first day of 16th month from date of first drawdown of facility availed on March 18, 2024	Secured by first pari passu charge on the entire movable and immovable Property, plant and equipment of the Cement Division located at Satna, both present and future except Waste Heat Recovery System assets	IND A+/Positive	
Kotak Mahindra bank	Term Loan	100.00	100.00	Repayment by way of 12 equal quarterly installments payable from the end of the 15th month following the month of first disbursement availed on March 28, 2024	Secured by first pari passu charge on the entire movable Property, plant and equipment of the Cement Division located at Satna, both present and future except Waste Heat Recovery System assets. Second pari passu charge on Current Assets of Cement Division, both present and future.	IND A+/Positive	
HDFC Bank	Vehicle loan	0.04	0.04	EMI over a period of 60 months from the respective date of disbursement.	Secured by exclusive charge on vehicles of Cement Division.	NA	
Axis Bank	Term Loan	200.00	200.00	Quarterly in 26 structured installments payable from the end of the quarter after the end of the moratorium of 6 months. First drawdown of facility availed on September 27, 2023	Secured by first pari passu charge on the movable fixed assets of Dewas, Pen, Kunjgal, Karaikal, Vijaywada & Durgapur plants of H & R Johnson division, both present and future	IND A+/Positive	

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

ICICI Bank	Working capital loan	31.88	31.88	Payable within one year.	Secured by first pari passu charge by way of hypothecation of stocks and book debts both present and future of HRJ Division.	IND A+/Positive	
		936.12	936.12				
	Less:- Unamortised Borrowing Costs	4.20	4.20				
	Total Secured Loan Facilities	931.92	931.92				

(ii) Details of outstanding unsecured loan facilities: -

Name of lender	Type of Facility	Amount Sanctioned	Principal Amount outstanding	Repayment Date / Schedule	Credit Rating, if applicable
ICICI Bank	Short term loan	80.00	80.00	Payable within one year.	IND A1+
SCB	Vendor bill discounting	27.94	27.94	Payable within one year.	IND A1+
ICICI Bank	Discounting facility	7.92	7.92	Payable within one year.	NA
Fixed deposits	Working capital	0.06	0.06	On Demand	IND A+/Positive
NCD	NCD	95.00	95.00	Allotted on August 26, 2021 and repayable at the end of 36 months from the date of allotment on August 26, 2024.	IND A+/Positive
Total Unsecured Loan Facilities		210.92	210.92		

(iii) Details of outstanding non-convertible securities: -

(Amt. in Cr.)

General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Series of NCS	ISIN	Tenor / Period of Maturity	Coupon	Amount Outstanding	Date of Allotment	Redemption Date / Schedule	Credit Rating	Secured / Unsecured	Security
NCD TXVIII	INE010A08131	Allotted on August 26, 2021 and repayable at the end of 36 months from the date of allotment on August 26, 2024.	8.20%	95.00	26-08-2021	26-08-2024	IND A+/Positive	Unsecured	NA

(iv) Details of Commercial Papers issuances as at the end of the last quarter, being March 31, 2024: NIL

(v) List of top 10 holders of non-convertible securities in terms of value (in cumulative basis):

S. No.	Name of holders of Non-convertible Securities	Category of Holder	Face Value of holding (in Cr)	Holding as a % of total outstanding non-convertible securities of the Issuer
1.	ICICI PRUDENTIAL CREDIT RISK FUND	Mutual Fund	Rs.95	100%

(vi) List of top 10 (Ten) holders of outstanding Commercial Papers, in terms of value (in cumulative basis): -

Not Applicable

(vii) Details of the bank fund based facilities / rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) from financial institutions or financial creditors:-

Not Applicable

(viii) The amount of corporate guarantee or letter of comfort issued by the Issuer along with name of the counterparty (like name of the subsidiary, joint venture entity, group company etc.) on behalf of whom it has been issued, contingent liability including debt service reserve account guarantees/ any put option etc. (Details of any outstanding borrowings taken/ debt securities issued for consideration other than cash). This information shall be disclosed whether such borrowing/ debt securities have been taken/ issued: (i) in whole or part, or (ii) at a premium or discount, or (iii) in pursuance of an option or not:

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Nil.

6. Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities, commercial paper (including technical delay) and other financial indebtedness including corporate guarantee or letters of comfort issued by the Company, in the preceding 3 (three) years and the current financial year.

Nil.

7. Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the non-convertible securities / commercial paper.

There are no material events/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, litigations resulting in material liabilities, corporate restructuring event etc) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the non-convertible securities / commercial paper.

8. Any litigation or legal action pending or taken by a Government Department or a statutory body or regulatory body during the three years immediately preceding the year of the issue of the General Information Document against the promoter of the Company.

Sr. No.	Parties	Authority before which pending	Details	Brief Particulars of Suit/appeal
1	Hathway Investments Private Limited (the "Petitioner") v/s The Assistant Commissioner of Income tax, Circle (4)(2)(1), Mumbai (the "Respondent")	Mumbai High Court	Writ Petition no. 3100 of 2022 for the Assessment Year 2016-17	This Writ Petition has been filed to quash and set aside the notice dated March 30, 2021 issued by the Assistant Commissioner of Income tax, Circle (4)(2)(1), Mumbai ('ACIT'). The Petitioner has filed the writ petition challenging the notice dated March 30, 2021 issued by the ACIT u/s. 148 of the Income tax Act, 1961 ('the Act') and notice dated August 12, 2021 u/s. 143(2) read with sec. 147 of the Act.  The notice issued u/s. 148 for re-assessment may result in change in losses carried forward to subsequent years but will not result in income tax demand.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Sr. No.	Parties	Authority before which pending	Details	Brief Particulars of Suit/appeal
2	Hathway Investments Private Limited (the "Appellant")	The Commissioner of Income tax (Appeals) - 20, Mumbai	Appeal No. CIT (A), Mumbai - 20/11268/2015-16 dated January 5, 2016 for the Assessment Year 2013-14	<p>The Appellant has preferred an appeal against the order dated November 24, 2015 u/s. 143(3) of the Act passed by the Assistant Commissioner of Income tax - 12(2)(2), Mumbai.</p> <p>The said appeal has been filed challenging the amount of expenditure disallowed u/s. 14A of the Act read with Rule 8D.</p> <p>Income tax demand pursuant to the order u/s. 143(3) of the Act is of Rs. 74,29,240 and amount of unpaid demand is Rs. Nil.</p>
3	Hathway Investments Private Limited (the "Appellant")	The Commissioner of Income tax (Appeals), National Faceless Appeal Centre (NFAC)	Appeal No. NFAC/2013-14/10071688 dated October 13, 2021 for the Assessment Year 2014-15	<p>The Appellant has preferred an appeal against the order dated September 15, 2021 u/s. 147 r.w.s. 144 r.w.s. 144B of the Act passed by the Additional / Joint / Deputy / Assistant Commissioner of Income-tax / Income-tax Officer, National Faceless Assessment Centre.</p> <p>The said appeal has been filed challenging the amount of expenditure disallowed u/s. 14A of the Act read with Rule 8D.</p> <p>Income tax demand pursuant to the order u/s. 147 r.w.s. 144 r.w.s. 144B of the Act is of Rs. 1,33,37,510 and amount of unpaid demand is Rs. Nil.</p>
4	Hathway Investments Private Limited (the "Appellant")	The Commissioner of Income tax (Appeals) - 20, Mumbai	Appeal No. CIT (A), Mumbai - 20/10243/2018-19 dated January 1, 2019 for the Assessment Year 2016-17	<p>The Appellant has preferred an appeal against the order dated December 13, 2018 u/s. 143(3) of the Act passed by the Assistant Commissioner of Income tax - 12(2)(2), Mumbai.</p> <p>The said appeal has been filed challenging the amount of expenditure disallowed u/s. 14A of the Act read with Rule 8D.</p>

General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Sr. No.	Parties	Authority before which pending	Details	Brief Particulars of Suit/appeal
				Income tax demand pursuant to the order u/s. 143(3) of the Act is of Rs.48,52,954 and amount of unpaid demand is Rs.2,91,418.
5	Hathway Investments Private Limited (the "Appellant")	The Commissioner of Income tax (Appeals) - 20, Mumbai	Appeal No. CIT (A) 20, Mumbai /10112/2019-20 dated August 1, 2019 for the Assessment Year 2017-18	<p>The Appellant has preferred an appeal against the order dated July 3, 2019 u/s. 143(3) of the Act passed by the Assistant Commissioner of Income tax - 12(2)(2), Mumbai.</p> <p>The said appeal has been filed challenging the amount of expenditure disallowed u/s. 14A of the Act read with Rule 8D.</p> <p>Income tax demand pursuant to the order u/s. 143(3) is of Rs.1,37,97,409 and amount of unpaid demand is Rs.1,09,97,409.</p>

9. Details of default and non-payment of statutory dues for the preceding three financial years and current financial year.

Details of delayed payment of statutory dues in the FY 2023-24 are given below:

Particulars	Sum of Amount
Employees' State Insurance Act, 1948	85,897
PT ACT 1987	5,16,078
The Kerala Labour Welfare Fund Act, 1975	14,106
<b>Grand Total</b>	<b>6,16,081</b>

No default in any payment of statutory dues in earlier 2 years. All statutory dues are duly paid in all 3 preceding financial years.

10. Details of pending litigation involving the Issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the Issuer, which may affect the Issue or the investor's decision to invest / continue to invest in the Debentures:



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

There are no pending litigation involving the Issuer, promoter, director, subsidiaries, group companies or any other person, whose outcome could have material adverse effect on the financial position of the Issuer, which may affect the Issue or the investor's decision to invest / continue to invest in the Debentures.

11. Details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and if so, the action taken by the Issuer.

Nil

12. Details of pending proceedings initiated against the Issuer for economic offences, if any:

Nil

13. Related party transactions entered during the preceding three financial years and current financial year with regard to loans made or, guarantees given or securities provided, including Reference to the relevant page number of the audit report which sets out the details of the related party transactions entered during the three financial years immediately preceding the issue document;

Related Party	Nature of Relationship	Nature Of Transaction	For the year ended	For the year ended	For the year ended
			March 31, 2024	March 31, 2023	March 31, 2022
CSE Solar Parks Satna Private Limited	Associate	Purchase and services	13.53	15.11	11.67
		Access Fees received	0.15	0.13	0.13
		Reimbursement of services received	-	0.01	-
		Incentive paid	0.16	0.30	0.42
Sunspring Solar Private Limited	Associate	Purchase and services	2.13	2.20	1.56
		Termination Charges	-	-	1.30
		Access Fees received	0.12	0.14	0.11
		Incentive paid	0.12	0.15	0.64
ReNew Green (MPR Two) Private Limited	Associate	Investment Made	7.28	-	-
Payable on account of Managerial Remuneration	KMPs	Refer table below (*)	20.42	21.07	24.11

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Mr. Atul R. Desai	Executive Director & CEO (RMC)	Rent expense	-	0.05	0.13
Matsyagandha Investments and Finance Private Limited	Companies in which Directors and/or their relatives have significant influence	Rent expense	0.84	-	-
		Deposit given	-	-	-
Peninsula Estates Private Limited	Companies in which Directors and/or their relatives have significant influence	Rent expense	-	0.17	0.17
		Deposit given	-	-	-
Varahagiri Investments and Finance Private Limited	Companies in which Directors and/or their relatives have significant influence	Rent expense	-	0.67	0.66
		Deposit given	-	-	-
Hathway Cable and Datacom Limited	Companies in which Directors and/or their relatives have significant influence	Purchase and services	0.03	0.02	-
Antique Marbonite Private Limited	Subsidiary	Purchase and services	260.08	315.18	260.63
		Buy Back of shares	5.01	-	-
		Reimbursement of services paid	0.02	0.09	0.05
		Reimbursement of services received	0.41	0.40	0.36
Sanskar Ceramics Private Limited	Subsidiary	Purchase and services	202.84	209.70	125.32
		Investment purchased	-	5.00	-
		Sale of assets	-	0.08	-
		Sales	4.17	4.88	2.86
H. & R. Johnson (India) TBK Limited	Subsidiary	Rent received	0.02	0.02	-
Small Johnson Floor Tiles Private Limited	Subsidiary	Investment purchased	-	-	7.25
		Sale of Shares	-	-	4.00
		Buy Back of shares	2.52	-	-
		Purchase of assets	-	0.05	-

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Sentini Cermica Private Limited	Subsidiary	Sales	7.51	8.38	5.59
		Purchase and services	78.27	105.39	96.95
		Sale of assets	-	0.07	-
		Interest income	0.80	-	-
		Loan given	10.90	-	-
Prism Concrete Solutions Limited	Subsidiary	Purchase and services	0.01	-	-
		Sales	0.13	-	-
		Interest income	0.01	-	-
		Loan given	1.15	-	-
		Investment made	0.01	-	-
Prism Johnson Building Solutions Limited	Subsidiary	Purchase and services	0.01	-	-
		Sales	0.09	-	-
		Interest income	0.01	-	-
		Loan given	0.95	-	-
		Investment made	0.01	-	-
PJL Cement Limited	Subsidiary	Purchase and services	#	-	-
		Support services	0.09	-	-
		Interest income	0.01	-	-
		Loan given	0.95	-	-
		Investment made	0.01	-	-
Spectrum Johnson Tiles Private Limited	Subsidiary	Purchase and services	152.60	145.54	113.99
		Reimbursement of services paid	0.18	0.26	0.39
		Purchase of assets	-	2.39	-
		Sales	4.63	4.20	3.48
		Rent expense	0.45	0.14	0.04
TBK Florance Ceramics Private Limited	Joint Venture	Sales	18.97	17.04	13.26
		Selling and Distribution expenses	0.72	0.47	0.24

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

TBK Prathap Tile Bath Kitchen Private Limited	Subsidiary	Impairment allowance for loan given & interest	-	3.93	-
		Interest income/receivable (net of impairment)	-	0.39	0.34
Coral Gold Tiles Private Limited	Subsidiary	Reimbursement of services paid	0.03	0.12	0.13
		Sale of Assets	-	0.53	0.11
		Interest income	0.91	0.69	0.46
		Purchase and services	117.18	148.65	94.15
TBK Deepgiri Tile Bath Kitchen Private Limited	Joint Venture	Loan given	-	-	1.24
H. & R. Johnson (India) TBK Limited	Subsidiary	Rent income	0.02	-	-
TBK Rangoli Tile Bath Kitchen Private Limited	Subsidiary	Rent income	0.02	-	-
RMC Readymix Porselano (India) Limited	Subsidiary	Rent received	0.02	0.02	0.02
		Purchase and services	0.51	0.35	-
		Reimbursement of services received	2.00	1.42	0.54
		Royalty income	0.01	0.01	0.01
Raheja QBE General Insurance Company Limited	Subsidiary	Insurance premium	0.08	0.58	0.41
		Investment purchased	20.41	49.99	43.37
		Rent received	0.01	0.01	0.01
Ardex Endura (India) Private Limited	Joint Venture	Branding income	1.94	1.10	1.18
		Sales	0.19	-	-
Others		Interest income /(waived-off)	0.01	0.38	0.84
		Purchase and services	2.29	30.49	53.61
		Sales	1.63	3.06	8.41

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

	Selling and Distribution expenses	0.06	0.04	0.10
	Reimbursement of services received	0.28	0.93	1.07
	Reimbursement of services paid	0.01	0.22	0.24
	Rent income	0.01	-	-
	Rent expense	0.02	0.04	0.04
	Dividend income	#	#	#
	Investment purchased	-	-	0.30

# Amount less than ₹ 50,000/-

\*Compensation to KMPs :

Particulars	Amount of transaction in FY 2023-24	Amount of transaction in FY 2022-23	Amount of transaction in FY 2021-22
Short-term employee benefits	19.53	20.28	23.30
Post-employment benefits	0.00	0.00	0.00
Other long-term benefits	0.00	0.00	0.00
Commission to Independent Directors	0.60	0.60	0.60
Sitting Fees	0.29	0.19	0.21
<b>Total</b>	<b>20.42</b>	<b>21.07</b>	<b>24.11</b>

Notes:

- a) As the post-employment benefits is provided on an actuarial basis for the Company as a whole, the amount pertaining to key management personnel is not ascertainable and therefore not included above.
- b) The value of related party transaction & balances reported are based on actual transaction and without giving effect to notional Ind AS adjustment entries.
- c) Transactions disclosed against "Others" in the above table are those transactions with related party which are of the amount not in excess of 10% of the total related party transactions of the same nature.

14. The Disclosure Document shall not include a statement purporting to be made by an expert unless the expert is a person who is not, and has not been, engaged or interested in the formation or promotion or management, of the Company and has given his written consent to the Issue of the issue document and has not withdrawn such consent

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

before the delivery of a copy of the issue document to the Registrar (as applicable) for registration and a statement to that effect shall be included in the issue document.

None.

15. The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given its consent for appointment along with the copy of the consent letter.

The name of the Axis Trustee Services Limited has been mentioned with statement to the effect that Axis Trustee Services Limited has given its consent for appointment along with the copy of the consent letter dated 22 May, 2024 bearing reference number ATSL/CO/24-25/00032 and offer letter bearing reference number ATSL/CO/24-25/0263 from the debenture trustee.

16. If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the offer document.

Not Applicable

17. Consent of directors, auditors, bankers to issue, trustees, solicitors or advocates to the issue, legal advisors to the issue, lead managers to the issue, Registrar to the Issue, and lenders (if required, as per the terms of the agreement) and experts.

- (a) Directors – Letters dated June 4, 2024 & June 6, 2024 have been obtained from the Directors
- (b) Auditors – Letters dated June 20, 2024 has been obtained from the Auditor
- (c) Trustees – Letters dated May 24, 2024 has been obtained from the Trustees
- (d) Solicitors / Advocates – Not Applicable
- (e) Legal advisors – Not Applicable
- (f) Lead managers – Not Applicable.
- (g) Registrar to the Issue – Letters dated June 3, 2024 has been obtained from the Registrar to the Issue
- (h) Lenders – Not Applicable

18. Additional Disclosures / Reports:

- (a) If the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or is to be applied directly or indirectly: (i) in the purchase of any business; or (ii) in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith, the company shall become entitled to an interest in either the capital or profits and losses or both, in such business exceeding fifty per cent. thereof, a report made by a chartered accountant (who shall be named in the issue document) upon – A. the profits or losses of the business for each of the three financial years immediately preceding the date of the issue of the issue document; and B. the assets and liabilities of the business as on the latest date to which the accounts of the business were made up, being a date not more than one hundred and twenty days before the date of the issue of the issue document.

Not applicable

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

- (b) If the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or is to be applied directly or indirectly in purchase or acquisition of any immovable property including indirect acquisition of immovable property for which advances have been paid to third parties, disclosures regarding:
- (i) the names of vendors: Not applicable
  - (ii) addresses of vendors: Not applicable
  - (iii) descriptions of vendors: Not applicable
  - (iv) occupations of the vendors: Not applicable
  - (v) the amount paid or payable in cash, to the vendor and where there is more than one vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill: Not applicable
  - (vi) the nature of the title or interest in such property proposed to be acquired by the company: Not applicable
  - (vii) the particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property or any person who is or was at the time of the transaction, a promoter or a director or proposed director of the company, had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction: Not applicable

Provided that if the number of vendors is more than five, then the disclosures as required above shall be on an aggregated basis, specifying the immovable property being acquired on a contiguous basis with mention of the location/total area and the number of vendors from whom it is being acquired and the aggregate value being paid. Details of minimum amount, the maximum amount and the average amount paid/ payable should also be disclosed for each immovable property.

- (c) If: (i) the proceeds, or any part of the proceeds, of the issue of the debt securities/non-convertible redeemable preference shares are or are to be applied directly or indirectly and in any manner resulting in the acquisition by the company of shares in any other body corporate; and (ii) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate shall become a subsidiary of the company, a report shall be made by a Chartered Accountant (who shall be named in the issue document) upon – A. the profits or losses of the other body corporate for each of the three financial years immediately preceding the issue of the issue document; and B. the assets and liabilities of the other body corporate as on the latest date to which its accounts were made up.

Not applicable

- (d) The broad lending and borrowing policy including summary of the key terms and conditions of the term loans such as re-scheduling, prepayment, penalty, default; and where such lending or borrowing is between the Issuer and its subsidiaries or associates, matters relating to terms and conditions of the term loans including re-scheduling, prepayment, penalty, default:

As on the date of this General Information Document, the Company does not have any such policy in place.

- (e) The aggregate number of securities of the Issuer and its subsidiary companies purchased or sold by the promoter group, and by the directors of the Issuer which is a promoter of the Issuer, and by the directors of the Issuer and their relatives, within 6 (six) months immediately preceding the date of filing the Disclosure Document with the Registrar of Companies:

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

None

- (f) The summary of reservations or qualifications or adverse remarks of auditors in the three financial years immediately preceding the year of issue document, and of their impact on the financial statements and financial position of the company, and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remarks.

None

- (g) The details of: (a) any inquiry, inspections or investigations initiated or conducted under the securities laws or Companies Act, 2013 (18 of 2013) or any previous companies law; (b) prosecutions filed, if any (whether pending or not); and (c) fines imposed or offences compounded, in the three years immediately preceding the year of issue of issue document in the case of the issuer being a company and all of its subsidiaries.

Nil

- (h) The details of acts of material frauds committed against the issuer in the preceding three financial years and current financial year, if any, and actions taken by the issuer.

None



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION H

### DISCLOSURE OF CASH FLOW WITH DATE OF INTEREST/DIVIDEND/ REDEMPTION PAYMENT AS PER DAY COUNT CONVENTION

- (a) The day count convention for dates on which the payments in relation to the non-convertible securities which need to be made, should be disclosed.

Actual/ Actual

- (b) Procedure and time schedule for allotment and issue of securities should be disclosed.

The procedure and time schedule for allotment shall be as per the Electronic Book Mechanism Guidelines.

- (c) Cash flows emanating from the non-convertible securities shall be mentioned in the offer document, by way of an illustration.

Please refer to the Illustration of Cash flows set out in the respective Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION I

### GENERAL INFORMATION

The Issuer shall file the following documents along with the listing application to the stock exchange and with the Trustee in respect of issuance of non-convertible securities:

1. Memorandum and Articles of Association;
2. The relevant Disclosure Documents;
3. Copy of last three years audited Annual Reports;
4. Statement containing particulars of, dates of, and parties to all material contracts and agreements;
5. Copy of the requisite Board / Committee Resolution authorizing the borrowing and list of authorized signatories for the allotment of securities;
6. An undertaking from the Issuer stating that the necessary documents for the Issue, including the relevant Trust Deed has been executed within the time frame prescribed in the relevant regulations/acts/rules etc. and the same would be uploaded on the website of the Stock Exchange, where the Debentures are proposed to be listed;
7. With respect to the Debentures, the Trustee shall submit a due diligence certificate to the stock exchange in the format as specified in Schedule III of the SEBI Debt Listing Regulations read with Chapter II of the DT Master Circular and Schedule IV of the SEBI Debt Listing Regulations, as may be applicable;
8. Any other particulars or documents that the recognized stock exchange may call for as it deems fit.

The Issuer shall file the following documents along with the listing application to the stock exchange and with the Trustee in respect of issuance of commercial papers:

As per the relevant Key Information Document.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION J

### OTHER DETAILS

- a. **Creation of a Debenture Redemption Reserve:** The Company shall maintain the Debenture Redemption Reserve if required under the applicable law.
- b. **Issue/instrument specific regulations:** The Debentures /CPs are governed by and will be construed in accordance with the Indian law. The Company, the Debentures/ CPs and Company's obligations in respect whereof shall, at all times, be subject to the provisions of the Companies Act, rules framed thereunder, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India's Master Circular, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RBI Master Directions (Commercial Paper and Non-Convertible Debentures of original or initial maturity upto one year) dated January 03, 2024 bearing reference number RBI/FMRD/2023-24/109 and Operational Guidelines for Commercial Paper issued by Fixed Income Money Market and Derivatives Association of India (FIMMDA) dated March 31, 2020 and other Applicable Laws and regulations as may be updated, amended or supplemented from time to time.
- c. **Default in Payment:** Please see the section on 'Additional Interest'.
- d. **Delay in Listing:** Please see the 'Listing' section in the Summary Term Sheet below.
- e. **Delay in allotment of securities:** Please see the section on 'Additional Interest'.
- f. **Issue details:** Please refer to the Summary Term Sheet.
- g. **Application Process:** As set out above in Section A of this General Information Document.
- h. **Disclosure Prescribed Under PAS-4 of Companies (Prospectus and Allotment of Securities), Rules, 2014:** Please refer to Annexure III.
- i. **Project details (gestation period of the project; extent of progress made in the project; deadlines for completion of the project; the summary of the project appraisal report (if any), schedule of implementation of the project):** Not Applicable
- j. **Statement containing particulars of, dates of, and parties to all material contracts and agreements:** By the very nature of its business, the Company is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts / agreements / documents involving financial obligations of the Company. However, the contracts referred to in the Key Information Document which are or may be deemed material in respect of the Issue of Debentures /CPs have been entered into by the Company. Copies of such contracts may be inspected at the Registered/ Corporate Office of the Company (wherever such document is available) between 10:00 am and 12:00 noon on any working day of the Company.
- k. **Material Development:** Save as stated elsewhere in this General Information Document, since the date of last published audited statement, no material developments have taken place that will materially affect the performance of the prospects of the Company. There are no material events/ developments at the time of issuance of this document which may affect this issue or the investor decision to invest/continue to invest in the debt securities.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

- I. Servicing behavior of the Existing Debts: The Company is discharging all its liabilities in time and would continue doing so in future as well. The Company has been paying regular interest and principal amount on redemption.
  
- m. Consent from the Existing Lenders: The Company is not required to obtain any consent from existing lenders.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION K

### OTHER TERMS PERTAINING TO THE ISSUE OF DEBENTURES /CPs

#### Nature

- (i) The Debentures are to be issued in the form of secured / unsecured, rated, listed, redeemable non-convertible debentures.
- (ii) The CPs are to be in the form of an unsecured money market instrument issued in the form of a promissory note.

#### Form

The Debentures /CPs to be issued in a dematerialized form which are subject to the provisions of the Depositories Act and the rules notified by NSDL and CDSL from time to time.

#### Allotment

The beneficiary account of the investor(s) with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)/ Depository Participant will be given initial credit within 2 (Two) working days from the Deemed Date of Allotment of Debentures. The initial credit in the account will be akin to the Letter of Allotment. The process for allotment in respect of CPs shall be as set out in the Key Information Document.

#### Coupon Payments

(a) **Coupon rate:** The details as to Coupon Rate/ interest for each Instruments shall be specified in the relevant Key Information Document issued in respect of such Instrument. Any Coupon/ interest payable on the Debentures /CPs may be subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof, for which a certificate will be issued by the Company.

(b) **Computation of Coupon:** Please refer to the relevant Key Information Document

(c) **Payment of Coupon:** Please refer to the relevant Key Information Document

#### Tax Deduction at Source (TDS)

Tax as applicable under the Income Tax Act, 1961 or under any other statutory modification or re-enactment thereof will be deducted at source. Requisite certificate for tax deducted at source, as contemplated and/or required under the provisions of the Income Tax Act, 1961 from time to time, will be issued to the registered holders of the Debentures as per records on the Record Date as applicable. Tax exemption certificate/document (in duplicate), if any must be lodged at the office of the Company or the designated office of the Company prior to the Record Date, as applicable.

#### Transferability

The Debentures/CPs issued will be freely transferable and transmittable. The Debentures/CPs shall be transferred subject to and in accordance with the rules/ procedures as prescribed by the NSDL/ CDSL/ Depository Participant of the transferor/ transferee and any other Applicable Laws and rules notified in respect thereof. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures /CPs held in electronic form. The seller should give delivery instructions containing details of the buyer's DP account to his depository participant. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

made to the person, whose name appears in the records of the Depository as on the Record Date. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Issuer. The issuer undertakes that there will be common transfer form/ procedure for transfer of Debentures /CPs. The seller shall be responsible for payment of stamp duty in transfer of securities/ CPs in accordance with Applicable Law.

### Payment on Redemption

Please refer to the relevant Key Information Document.

### Effect of Holidays for Debentures

Should the date of payment of any Coupon which is due in respect of the Debentures fall on a day other than a 'Business Day' the immediately succeeding Business Day shall be considered as the effective date(s) for that payment. In the event that the date of payment of the redemption amounts in respect of the Debentures fall on a day other than a 'Business Day', the immediately preceding Business Day shall be considered as the effective date for that payment.

The Holiday convention in respect of CPs shall be as set out in the Key Information Document.

### Succession

In the event of the demise of the sole/first holder of the Debentures /CPs or the last survivor, in case of joint holders for the time being, the Issuer shall recognize the executor or administrator of the deceased Debenture Holder/CP Holder, or the holder of succession certificate or other legal representative as having title to the Debentures /CPs. The Issuer shall not be bound to recognize such executor or administrator, unless such executor or administrator obtains probate, wherever it is necessary, or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a court in India having jurisdiction over the matter. The Issuer may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures/CPs standing in the name of the deceased Debenture Holder /CP Holder on production of sufficient documentary proof or indemnity.

### Right to Accept or Reject Applications

The Company is entitled at its sole and absolute discretion to accept or reject any application, in part or in full, without assigning any reason thereof. Application Forms that are not complete in all respects may be rejected at the sole and absolute discretion of the Company. Any application which has been rejected, would be intimated by the Company along with the refund warrant. The Investors will be required to remit the funds as well as submit the duly completed Application Form along with other necessary documents to Issuer by the Deemed Date of Allotment.

### Rights of Debenture Holder(s)/CP Holder(s)

Debenture Holder /CP Holder is not a shareholder. The Debenture Holders/ CP Holders will not be entitled to any other rights and privilege of shareholders other than those available to them under statutory requirements. The principal amount and interest on the Debentures /CP Holder will be paid to the registered Debenture Holders /CP Holders only, and in case of joint holders, to the one whose name stands first. Besides, the Debenture Holders / CP Holders shall be subject to the provisions of the terms of the Disclosure Documents.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## Record Date

The record date will be as specified in the Key Information Document.

## Mode of Transfer/Transmission of Debentures /CPs

The Debentures /CPs shall be transferable freely; however, it is clarified that no investor shall be entitled to transfer the Debentures /CPs to a person who is not entitled to subscribe to the Debentures/CPs. The Debenture(s) /CPs shall be transferred and/or transmitted in accordance with the applicable provisions of the Act and the Applicable Law. The Debentures/CPs held in dematerialized form shall be transferred subject to and in accordance with the rules/procedures as prescribed by NSDL and CDSL and the relevant DPs of the transferor or transferee and the Applicable Laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, amounts due will be paid/redemption will be made to the person, whose name appears in the register of Debenture Holders maintained by the R&T Agent as on the Record Date, under all circumstances. In cases where the transfer formalities have not been completed by the transferor, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer. The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these Debentures/ CPs held in dematerialised form. The seller should give delivery instructions containing details of the buyer's DP account to his DP.

## Fictitious Applications

Any person who (i) makes in a fictitious name, an application to the Company for acquiring, or subscribing for any Debentures/CPs therein, or (ii) otherwise induces the Company to allot or register any transferor of Debentures /CPs therein to him or any other person in a fictitious name, shall be punishable under the extant laws. Fictitious applications will be rejected. Attention of applicants is specially drawn to the provisions of sub-section (1) of section 38 of the Companies Act, 2013.

## Allotment Intimation

The Company has made depository arrangements with NSDL and CDSL for the issue of these Debentures /CPs in dematerialised form. The investors shall hold these Debentures /CPs in the dematerialised form and will be governed as per the provisions of the Depositories Act, Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, rules notified by NSDL and CDSL (as applicable) from time to time and other Applicable Laws and rules notified in respect thereof.

Investors should mention their NSDL/ CDSL Depository Participant's name, DP-ID and Beneficiary Account Number at the appropriate place in the Application Form. The Company shall take reasonable steps to credit the beneficiary account of the allottee(s), with the NSDL/ CDSL Depository Participant as mentioned in the Application Form, with the number of Debentures /CPs allotted. The applicant is responsible for the correctness of its details given in the Application Form vis-à-vis those with its DP. In case the information is incorrect or insufficient, the Company would not be liable for losses, if any.

The Company shall credit the Debentures /CPs in the demat account of the investors as per the details furnished in the Application Form.

## Consolidation of ISINs

So long as the terms and conditions of the existing securities of the Company (under the respective issues) in the International Securities Identification Number (ISIN) are not changed substantially (i) otherwise than as may be required/permitted by regulations; or (ii) in such a way that it results in breach of or violation of the Applicable Laws, the Company reserves the right/is entitled to add additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISIN from time to time under such terms and conditions, which may / may not be different from the existing securities under the respective issues

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

under the same ISIN. Such additional securities and their terms may be such as are permitted by regulations or not specifically precluded by regulations from time to time. Further, such additional securities may be issued from time to time at such issue price, either at par or at premium or at discount to arrive at the contracted effective yield from time to time. Any redemption of securities may be done by the Company either on a pro rata basis or by lot or by any other manner whatsoever, as the Company may deem fit.

In this regard, the Company shall be entitled to:

1. add such additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISIN from time to time under such terms and conditions, which may / may not be different from the terms of securities under the respective issues existing under the said ISIN.
2. select any of the listed securities in the ISIN for redemption as the Company may solely deem fit either by pro rata basis or by lot or by any other manner whatsoever, as the Company may deem fit, before maturity, from time to time.

#### Further Borrowings

The Company shall be entitled to make further issue of debentures/CPs and/or raise further loans and/or avail of further deferred payment/guarantee facilities from time to time for such amounts and from such persons/public financial institutions/banks or any other financial corporations or body corporate on such basis as may be agreed with such lender, and shall not require any permission/consent of the Trustee/IPA and/or Debenture Holders/CP Holders for the same so long as no Event of Default has occurred and is continuing. The Company may also issue non-convertible debentures under the same ISIN(s) for the current and the future issues in accordance with Chapter VIII of the Master Circular.

#### Debentures in Dematerialized Form

The Company has made provisions with National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) to issue the Debentures/CPs in dematerialized form to all successful applicants. All provisions relating to issue, allotment, transfer, transmission, etc. in respect of dematerialization and dematerialization of the Debentures/CPs will be as prescribed under the Depositories Act, 1996 and the rules by NSDL/CDSL would be applicable to these Debentures/CPs.

#### Modification of Rights

The Trustee shall concur with the Company (without requiring any approval of the Debenture Holder(s)) in making any modifications in the rights, privileges, terms and conditions attached to the Debentures which is essential and in the opinion of the Trustee would not be materially prejudicial to the interests of the Debenture Holder(s), and to any modification of the terms of the Debentures or any of the other Transaction Documents which is of a formal, minor or technical nature or is to correct a manifest error or which is required to be made pursuant to change in Applicable Law. Any other change or modification to the terms of the Debentures or the Transaction Documents shall require approval by the Debenture Holder(s) as set out in the relevant Trust Deed. Upon obtaining such approval, the Trustee and the Company shall give effect to the same by executing necessary deed(s) supplemental to the Transaction Documents.

#### KYC Compliance

The applications that do not conform to the KYC norms issued by Reserve Bank of India are liable for rejection. The documents required to be produced are provided in the Application Form.

#### Discount on the Offer Price/ Face Value, if any

As per the relevant Key Information Document.



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

#### Trust Deed

The Debentures to be issued under the terms of this General Information Document shall be governed by the terms of the respective Trust Deed(s), details of which shall be more particularly set out in the Key Information Document. Copies of the relevant Trust Deed shall be available with the Trustee.

#### Refund

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 7 (Seven) Business Days from the Deemed Date of Allotment of the Debentures/ CPs.

In case the Issuer has received money from the applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the Registrar and Transfer Agent shall upon receiving instructions in relation to the same from the Issuer repay the monies to the extent of such excess, if any.

#### Loss of Interest Cheques/Refund Cheques

Loss of interest cheques/refund cheques should be intimated to the Company along with request for duplicate issue. The issue of duplicates in this regard shall be governed by Applicable Law and any other conditions as may be prescribed by the Company.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION L

### SUMMARY TERM SHEET FOR ISSUE OF DEBENTURES

The following is a summary of the terms of the Issue to the extent that they are applicable to each Instrument (except for CPs). Since the terms for each Instrument may be different, the specific terms of each Instrument to be issued under the Issue shall be specified in the relevant Key Information Document to be issued in respect of that Instrument, which Key Information Document will also be filed with BSE.

Security Name (Name of the non-convertible securities which includes (Coupon/dividend, Issuer Name and maturity year) e.g. 8.70% XXX 2015.	As per the relevant Key Information Document
Issuer	Prism Johnson Limited
Type of Instrument	As per the relevant Key Information Document
Nature of Instrument	As per the relevant Key Information Document
Seniority	As per the relevant Key Information Document
Mode of Issue	Private placement
Eligible Investors	Please refer paragraph "Who can apply" of this General Information Document
Listing (name of stock Exchange(s) where it will be listed and timeline for listing)	The Debentures are proposed to be listed on the Wholesale Debt Market (WDM) Segment of the BSE Ltd within such days as prescribed under Applicable Law.  In accordance with the SEBI Debt Listing Regulations, in case of a delay by the Company in listing the Debentures beyond such days as prescribed under Applicable Law, the Company shall, subject to Applicable Law, make payment of penal interest of 1% (One Percent) to the Debenture Holders per annum over and above the Coupon Rate from the Deemed Date of Allotment till the listing of such Debentures.
Rating of the Instrument	As per the relevant Key Information Document
Issue Size	As per the relevant Key Information Document
Minimum Subscription	As per the relevant Key Information Document
Option to retain oversubscription (Amount)	As per the relevant Key Information Document
Objects of the Issue/ Purpose for which there is requirement of funds  The Issuer shall provide granular disclosures in their information document, with regards to the "Object of the Issue" including the percentage of the issue proceeds earmarked for each of the "object of the issue".	As per the relevant Key Information Document
In case the issuer is an NBFC and the objects of the issue entail loan to any entity who is a 'group company'	NA

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

then disclosures shall be made in the following format:	
Details of the utilization of the Proceeds.	As per the relevant Key Information Document
Consolidation of ISINs	The Company shall have the right/shall be entitled to add additional securities (for such additional amounts as may be issued by the Company from time to time) to the existing ISINs from time to time in accordance with the terms as set out in this General Information Document.
Coupon Rate	As per the relevant Key Information Document
Step Up/Step Down Coupon Rate	As per the relevant Key Information Document
Coupon Payment Frequency	As per the relevant Key Information Document
Coupon Payment Dates	As per the relevant Key Information Document
Cumulative / non-cumulative, in case of dividend	As per the relevant Key Information Document
Coupon Type	As per the relevant Key Information Document
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc.).	As per the relevant Key Information Document
Day Count Basis	As per the relevant Key Information Document
Interest on Application Money	The Company shall be liable to pay the Debenture Holder(s) interest on application money as more particularly specified in the relevant Key Information Document for each Instrument.
Default Interest Rate	<p>In case of default in payment of Coupon and/ or redemption of the principal amount of the Debentures on the respective due dates, additional interest of 2% (Two Percent) per annum over and above the Coupon Rate shall, subject to Applicable Law, be payable by the Company for the defaulting period until the defaulted amount together with the delay penalty is paid.</p> <p>Where the Company fails to execute the relevant Trust Deed within the period specified by SEBI, then without prejudice to any liability arising on account of violation of the provisions of the Securities and Exchange Board of India Act, 1992 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Company shall, subject to Applicable Law, also pay interest of 2% (Two Percent) per annum or such other rate, as specified by SEBI to the Debenture Holders, over and above the Coupon Rate, till the execution of the Trust Deed.</p>
Tenor	As per the relevant Key Information Document
Redemption Date	As per the relevant Key Information Document
Redemption Amount	As per the relevant Key Information Document
Redemption Premium/ Discount	As per the relevant Key Information Document
Issue Price	As per the relevant Key Information Document
Discount at which security is issued and the effective yield as a result of such discount.	As per the relevant Key Information Document
Premium/Discount at which security is redeemed and the effective yield as a result of such premium/discount.	As per the relevant Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Put Option Date	As per the relevant Key Information Document
Put Option Price	As per the relevant Key Information Document
Call Option Date	As per the relevant Key Information Document
Call Option Price	As per the relevant Key Information Document
Put Notification Time (Timelines by which the investor need to intimate Issuer before exercising the put)	As per the relevant Key Information Document
Call Notification Time (Timelines by which the Issuer need to intimate investor before exercising the call)	As per the relevant Key Information Document
Rollover Option	As per the relevant Key Information Document
Face Value	As per the relevant Key Information Document
Minimum Application and in multiples of thereafter	As per the relevant Key Information Document
Issue Timing	As per the relevant Key Information Document
Issue/ Bid Opening Date	As per the relevant Key Information Document
Issue/ Bid Closing Date	As per the relevant Key Information Document
Date of earliest closing of the issue, if any.	As per the relevant Key Information Document
Pay-in Date	As per the relevant Key Information Document
Deemed Date of Allotment	As per the relevant Key Information Document  The Deemed Date of Allotment for each Instrument will be mentioned in the respective Key Information Document issued in respect of such Instrument. All benefits relating to the Debentures will be available to the investors from the respective Deemed Date(s) of Allotment. The actual allotment of Debentures may take place on a date other than the Deemed Date of Allotment. The Company reserves the right to keep multiple allotment date(s)/ deemed date(s) of allotment at its sole and absolute discretion without any notice. The Deemed Date of Allotment may be changed (advanced/ postponed) by the Company at its sole and absolute discretion.
Issuance mode of the Instrument	Demat only
Trading mode of the Instrument	Demat only
Settlement mode of the Instrument	The pay-in of subscription monies for the Debentures shall be made by way of transfer of funds from the bank account(s) of the eligible investors (whose bids have been accepted) as registered with the EBP into the account of the relevant clearing corporation, as specified on the Electronic Book Platform, in accordance with the procedure and timelines prescribed in the Electronic Book Mechanism Guidelines and the operational guidelines of the EBP.  For amounts payable by the Issuer to any Debenture Holder pursuant to the terms of the Transaction Documents, Cheque(s)/ electronic clearing services (ECS)/credit through RTGS system/funds transfer to the specified bank account of the Debenture Holder shall be the mode of settlement.
Depository(ies)	NSDL and CDSL

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Business Day	Means any day of the week (other than Saturday or a Sunday) on which scheduled commercial banks are generally open for business in Mumbai, India and "Business Days" shall be construed accordingly,
Business Day Convention	<p>If any Coupon Payment Date in respect of an Instrument falls on a day which is not a Business Day, then the immediately succeeding Business Day shall be the Due Date for such payment, however, the dates of the future Coupon payments in respect of such Instrument would be as per the schedule originally stipulated in the relevant Key Information Document. In other words, the subsequent Coupon payment schedule would not be disturbed merely because the payment date in respect of one particular Coupon payment has been postponed earlier because of it having fallen on non-Business Day.</p> <p>If the Maturity Date / Redemption Date (including the last Coupon Payment Date) or the due date in respect of liquidated damages (if any) and all other monies payable for the Instrument falls on a day which is not a Business Day, then the immediately preceding Business Day shall be the due date for such payment.</p>
Disclosure of Interest/Dividend / redemption dates	As per the relevant Key Information Document
Record Date	As per the relevant Key Information Document.
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As per the relevant Key Information Document
Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/likely date of creation of security, minimum security cover, revaluation, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the Offer Document/General Information Document.	As per the relevant Key Information Document
Replacement of security, interest to the debenture holder over and above the coupon rate as specified in the Trust Deed and disclosed in the issue document  [Applicable only in respect of issue of secured Debenture]	Please refer to row on " <i>Description regarding Security (where applicable) including type of security (movable/immovable/tangible etc.), type of charge (pledge/ hypothecation/ mortgage etc.), date of creation of security/ likely date of creation of security, minimum security cover, revaluation</i> " above.
Transaction Documents	<p>The documents executed or to be executed in relation to the Issue of the Debentures–</p> <p>(i) Debentures - shall include the relevant Debenture Trust Deed(s), Debenture Trustee Agreement(s), this General Information Document, Key Information Document(s), the</p>

General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

	<p>Private Placement Offer cum Application Letter(s), and any other document that may be executed by and between the Company and the Trustee in respect of any issuance of Debentures under this General Information Document as specified in the Key Information Document or as may be designated by the Trustee as a Transaction Document.</p> <p>(iv) Commercial Papers – shall include the Issuing and Paying Agent Agreement, this General Information Document, Key Information Document(s) and any other document that may be executed by the Company in respect of any issuance of Commercial Papers under this General Information Document as specified in the Key Information Document or as may be designated as a Transaction Document.</p>
Conditions Precedent to Disbursement	As per the relevant Key Information Document
Conditions Subsequent to Disbursement	As per the relevant Key Information Document
Events of Default (including manner of voting /conditions of joining Inter Creditor Agreement)	As per the relevant Key Information Document
Creation of recovery expense fund	<p>Details and purpose of the recovery expense fund:</p> <p>The Company shall create and maintain a recovery expense fund in the manner as specified under Chapter IV of the DT Master Circular, and inform the Trustee about the same.</p> <p>The recovery expense fund may be utilized by the Trustee upon occurrence of an Event of Default, for taking appropriate legal actions <i>inter alia</i> to enforce the security, if any, created in respect of Debentures, in accordance with the relevant SEBI circulars.</p>
Conditions for breach of covenants (as specified in Trust Deed)	As set out under the head "All covenants of Issue" and "Events of Default" above.
Provisions related to Cross Default Clause	As per the relevant Key Information Document
Role and Responsibilities of Trustee	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders as customary for transaction of a similar nature and size and as executed under the appropriate Transaction Documents.
Risk factors pertaining to the Issue	As per the "Risk Factors" mentioned in Section M below.
Governing Law and Jurisdiction	The Issue shall be governed by and construed in accordance with Indian Law and as more particularly set out in the relevant Trust Deed(s).
Due Diligence Certificate	<p>The Issuer shall submit the due diligence certificate provided by the Trustee, to BSE in accordance with the applicable SEBI regulations, including but not limited to Chapter II of the DT Master Circular.</p> <p>Such due diligence certificate will be annexed to relevant Key Information Document for the Debentures.</p>
Manner of bidding in the issue	As per the relevant Key Information Document
Manner of settlement	As per the relevant Key Information Document
Settlement cycle	As per the relevant Key Information Document

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Manner of allotment	As per the relevant Key Information Document
Minimum Bid Lot	As per the relevant Key Information Document
Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s), details of security to be created and process of due diligence carried out by the debenture trustee	<p>A. The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given its consent for appointment along with the copy of the consent letter dated 22 May, 2024 bearing reference number ATSL/CO/24-25/00032 and offer letter bearing reference number ATSL/CO/24-25/0263 from the debenture trustee.</p> <p>B. Process of Due Diligence</p> <p>a) The Debenture Trustee, either through itself or its agents / advisors / consultants, shall carry out requisite diligence to verify whether all permissions or consents (if any) as stipulated in the General Information Document and Key Information Document and as per the Applicable Laws, has been obtained. For the purpose of carrying out the due diligence as required in terms of the Applicable Laws, the Debenture Trustee, either through itself or its agents / advisors / consultants, shall have the power to examine the books of account of the Issuer and to have the Issuer's assets inspected by its officers and/or external auditors / valuers / consultants / lawyers / technical experts / management consultants appointed by the Debenture Trustee. All costs, charges, fees and expenses that are associated with and incurred in relation to the diligence as well as preparation of the reports/certificates/documentation, including all out-of-pocket expenses towards legal or inspection costs, travelling and other costs, shall be borne as per the fee letter.</p> <p>b) Without prejudice to the aforesaid, the Issuer shall ensure that it provides and procures all information, representations, confirmations and disclosures as may be required in the sole discretion of the Debenture Trustee to carry out the requisite diligence in connection with the issuance and allotment of the Debentures, in accordance with the Applicable Laws.</p> <p>c) The Issuer shall ensure all no objection certificates (If any) are procured and provided to the Debenture Trustee as required under Applicable Laws.</p>

General Notes:

- a. If there is any change in Coupon Rate pursuant to any event including lapse of certain time period or downgrade in rating, then such new Coupon Rate and events which lead to such change should be disclosed.
- b. The list of documents which has been executed in connection with the issue and subscription of debt securities shall be annexed to the Key Information Document.
- c. While the secured Debentures are secured to the tune of 100%/ 110%/ such other percentage as may be prescribed under the relevant Transaction Documents, of the principal and interest amount or as per the terms of this General Information Document, in favour of Trustee, it is the duty of the Trustee to monitor that the security is maintained.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

The specific terms of each offer of Commercial Papers to be issued under the General Information Document shall be specified in the relevant Key Information Document to be issued in respect of that offer, which Key Information Document will be filed with the relevant Stock Exchange.



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION M

### RISK FACTORS

DISCLAIMER: PLEASE NOTE THAT ONLY THOSE PERSONS TO WHOM THE DISCLOSURE DOCUMENTS HAVE BEEN SPECIFICALLY ADDRESSED ARE ELIGIBLE TO APPLY. HOWEVER, AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASON FOR THE SAME. THE LIST OF DOCUMENTS PROVIDED ABOVE IS ONLY INDICATIVE, AND AN INVESTOR IS REQUIRED TO PROVIDE ALL THOSE DOCUMENTS / AUTHORIZATIONS / INFORMATION, WHICH ARE LIKELY TO BE REQUIRED BY THE COMPANY. THE COMPANY MAY BUT IS NOT BOUND TO REVERT TO ANY INVESTOR FOR ANY ADDITIONAL DOCUMENTS / INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. INVESTMENT BY INVESTORS FALLING IN THE CATEGORIES MENTIONED ABOVE ARE MERELY INDICATIVE AND THE COMPANY DOES NOT WARRANT THAT THEY ARE PERMITTED TO INVEST AS PER EXTANT LAWS, REGULATIONS, ETC. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXTANT RULES/REGULATIONS/GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS APPLICABLE TO THEM AND THE COMPANY IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE COMPANY REQUIRED TO CHECK OR CONFIRM THE SAME.

PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THE FOLLOWING KEY RISKS ASSOCIATED WITH THE DEBENTURES/COMMERCIAL PAPERS

PROSPECTIVE INVESTORS ARE ALSO ADVISED TO CAREFULLY READ THE KEY RISKS, IF ANY, SPECIFICALLY ASSOCIATED WITH THE INVESTMENTS IN THE DEBENTURES AND COMMERCIAL PAPERS IN THE RELEVANT KEY INFORMATION DOCUMENT

#### General

The following are the risks envisaged by the management of the Company relating to the Company, the Debentures / the Commercial Papers, and the market in general. Potential investors should carefully consider all the risk factors stated in the Disclosure Document(s) in relation to the Debentures and the Commercial Papers for evaluating the Company and its business and the Debentures and the Commercial Papers before making any investment decision relating to the Debentures and the Commercial Papers. The Company believes that the factors described below represent the principal risks inherent in investing in the Debentures and the Commercial Papers but do not represent that the statements below regarding the risks of holding the Debentures and the Commercial Papers are exhaustive. The ordering of the risk factors is intended to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another. Potential investors should also read the detailed information set out elsewhere in this Disclosure Documents and reach their own views prior to making any investment decision.

If any one of the following stated risks actually occurs, the Company's business, financial conditions and results of operations could suffer and, therefore, the value of the Company's Debentures and the Commercial Papers could decline and/or the Company's ability to meet its obligations in respect of the Debentures and the Commercial Papers could be affected. More than one risk factor may have simultaneous effect with regard to the Debentures and the Commercial Papers such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No prediction can be made as to the effect that any combination of risk factors may have on the value of the Debentures and the Commercial Papers and/or the Company's ability to meet its obligations in respect of the Debentures and the Commercial Papers.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

These risks and uncertainties are not the only issues that the Company faces. Additional risks and uncertainties not presently known to the Company or that the Company currently believes to be immaterial may also have a Material Adverse Effect on its financial condition or business. Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein below.

### Credit Risk

Prospective investors should be aware that receipt of any coupon payment and principal amount at maturity on the Debentures / the Commercial Papers is subject to the credit risk of the Issuer. Investors assume the risk that the Company will not be able to satisfy its obligations under the Debentures / the Commercial Papers. Any stated credit rating of the Company reflects the independent opinion of the rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Company. Any downgrading of the credit ratings of the Company or its parent or affiliates, by any rating agency could result in a reduction in the value of the Debentures / Commercial Papers. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Company, the payment of sums due on the Debentures / the Commercial Papers may be substantially reduced, delayed or lost. The holding company or the other group companies of the Issuer are not entitled to and will not support the Issuer in case of any bankruptcy of the Issuer.

The Company has institutionalised a systematic credit evaluation process monitoring the performance of its asset portfolio on a regular and continual basis to detect any material development, and constantly evaluate the changes and developments in sectors in which it has substantial exposure. The Company will also endeavour to undertake a periodic review of its entire asset portfolio with a view to determine the portfolio valuation, identify potential areas of action and devise appropriate strategies thereon. Despite these efforts, there can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

In performing its credit assessment, the Company relies largely on information furnished by or on behalf of its borrowers, including financial information, based on which the Company performs its credit assessment. The Company may also depend on certain representations and undertakings as to the accuracy, correctness and completeness of information, and the verification of the same by agencies to which such functions are outsourced. Any such information if materially misleading may increase the risk of default and could adversely impact the financial condition, financial results and/or operations of the Company. There can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

A substantial portion of the Company's assets under management (excluding inter-corporate deposits) is secured by assets, moveable and immoveable. The value of the security/collateral granted in favour of the Company, as the case may be, may decline due to adverse market and economic conditions (both global and domestic), delays in insolvency, winding up and foreclosure proceedings, defects in title, difficulty in locating moveable assets, inadequate documentation in respect of assets secured and the necessity of obtaining regulatory approvals for the enforcement of the Company's security over the assets comprising its security and the Company may not be able to recover the estimated value of the assets, thus exposing it to potential losses. There can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

Any delay in enforcing the collateral due to delays in enforcement proceedings before Indian courts or otherwise could also expose the Company to potential losses. Although the Company regularly reviews its credit exposures, defaults may arise from events or circumstances that are difficult to detect or foresee. There can be no assurance that repayment or coupon payment default will not occur and/or there will be no adverse effect on the Company's financial results and/or operations as a result thereof.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## Interest Rate Risk

The Company's interest income from lending and gains from trading in debt securities are dependent upon interest rates and their movement. Interest rates are highly sensitive to many factors beyond the control of the Company, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. Due to these factors, interest rates in India have historically experienced a relatively high degree of volatility. Consequently, there can be no assurance that significant interest rate movements will not have an adverse effect on the Company's financial results and/or operations.

## Downgrading in credit rating

The Company cannot guarantee that the credit rating provided by the Credit Rating Agency(ies) and as disclosed in the Disclosure Documents will not be downgraded. In the event of deterioration in the financial health of the Company, there is a possibility that the Rating Agency may downgrade the rating of the Debentures and the Commercial Papers. In such cases, potential investors may have to take losses on re-valuation of their investment or make provisions towards sub-standard/ non-performing investment as per their usual norms. Such a downgrade in the credit rating may lower the value of the Debentures and the Commercial Papers and/or the Company's ability to meet its obligations in respect of the Debentures and the Commercial Papers could be affected.

## Security may be insufficient to redeem the secured Debentures

In the event that the Company is unable to meet its payment and other obligations towards Investors under the terms of the secured Debentures, the Trustee may enforce the security as per the terms of the Trust Deed and other related documents. The Investors' recovery in relation to the Secured Debentures will be subject to (i) the market value of the property offered as security, and (ii) finding a willing buyer for such security at a price sufficient to repay the potential investors' amounts outstanding under the secured Debentures.

## Tax and other considerations

Special tax, accounting and legal considerations may apply to certain types of potential investors. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of an investment into the Debentures / the Commercial Papers. Potential investors are urged to consult with their own financial, legal, tax and other professional advisors to determine any financial, legal, tax and other implications of an investment into the Commercial Papers.

## Access to capital markets and commercial borrowings

With the growth of its business, the Company will increasingly rely on funding from the debt capital markets and commercial borrowings. The Company's growth will depend on its continued ability to access funds at competitive rates which in turn will depend on various factors including its ability to maintain its credit ratings. If the Company is unable to access funds at an effective cost that is comparable to or lower than its competitors, the Company may not be able to offer competitive interest rates for its loans or have adequate funds for its investment activities. This may adversely impact its business results and its future financial performance.

## Company's indebtedness and covenants imposed by its financing arrangements may restrict its ability to conduct its business or operations

The Company's financing arrangements require it to maintain certain security cover for some of its borrowings. Should there be any breach of financial or other covenants of any financing arrangements and such breach continues beyond the stipulated cure period, the Company may be subjected to various consequences as a result of such default including forced repayment of such borrowings.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Further, under some of the financing arrangements, the Company is required to inform / obtain prior approval of the lenders / debenture holders trustee for various actions. This may restrict / delay some of the actions / initiatives of the Company from time to time.

### Operational and System Risk

The Company is faced with operational and system risks, which may arise as a result of various factors, viz., improper authorizations, failure of employees to adhere to approved procedures, inappropriate documentation, failure in maintenance of proper security policies, frauds, inadequate training and employee errors. Further, there can also be a security risk in terms of handling information technology related products such as system failures, information system disruptions, communication systems failure which involves certain risks like data loss, breach of confidentiality and adverse effect on business continuity and network security.

If any of the systems do not operate properly or are disabled or if other shortcomings or failures in internal processes or systems are to arise, this could affect the Company's operations and/or result in financial loss, disruption of Company's businesses, regulatory intervention and/or damage to its reputation. In addition, the Company's ability to conduct business may be adversely impacted by a disruption (i) in the infrastructure that supports its businesses and (ii) in the localities in which it is located.

Any failure, inadequacy and security breach in the Company's computer systems may adversely affect the Company's business. The Company's operations depend on the Company's ability to process a large number of transactions on a daily basis across the Company's network of offices. The financial, accounting or other data processing systems of the Company may fail to operate adequately or become disabled as a result of events that are beyond its control, including a disruption of electrical or communications services, particularly in the rural areas in which the Company operates.

The Company's operations also rely on the secure processing, storage and transmission of confidential and other information in computer systems and networks of the Company. Its computer systems, software, including software licensed from vendors and networks may be vulnerable to unauthorised access, computer viruses or other malicious code and other events that could compromise data integrity and security and result in identity theft, for which the Company could potentially be liable.

### Any inability of the company to attract or retain talented professionals may impact its business operations

The business in which the Company operates is very competitive and ability to attract and retain quality talent impacts the successful implementation of growth plans. The Company may lose many business opportunities and business would suffer if such required manpower is not available on time. The inability of the Company to replace manpower in a satisfactory and timely manner may adversely affect its business and future financial performance.

### Employee misconduct

Any kind of employee misconduct may impair the Company's ability to service clients. It is not always possible to deter employee misconduct and the precautions the Company takes to detect and prevent this activity may not be effective in all cases.

### Refusal of listing of any security of the Issuer during last three years by any of the stock exchanges in India or abroad.

As of date, the Issuer has not been refused listing of any of its securities during the last 3 (three) years by any of the stock exchanges in India or abroad and therefore, this would not be applicable.

In accordance with Indian law and practice, permissions for listing and trading of the Debentures issued pursuant to this Issue will not be granted until the relevant stock exchange approves the listing, which will be available only after an updated document is accordingly filed with the relevant authorities at the time of such listing. Approval for listing and trading will require all relevant

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

documents authorising the issuing of the Debentures to be submitted. There could be a failure or delay in listing the Debentures on the stock exchange. If permission to deal in and for an official quotation of the Debentures is not granted by the stock exchange, the Debentures will remain unlisted.

In accordance with Indian law and practice, permissions for listing of the Commercial Papers issued pursuant to this Issue will not be granted until the relevant stock exchange approves the listing, which will be available only after an updated document is accordingly filed with the relevant authorities at the time of such listing. Approval for listing will require all relevant documents authorising the issuing of Commercial Papers to be submitted. There could be a failure or delay in listing the Commercial Papers on the stock exchange. If permission to list is not granted by the stock exchange, the Commercial Papers will remain unlisted.

Limited or sporadic trading of non-convertible securities of the issuer on the stock exchanges.

As of date, the Issuer is not aware of any limited or sporadic trading of the non-convertible securities of the Issuer on stock exchanges and therefore, this would not be applicable.

In case of outstanding debt instruments or deposits or borrowings, any default in compliance with the material covenants such as creation of security as per terms agreed, default in payment of interest, default in redemption or repayment, non-creation of debenture redemption reserve, default in payment of penal interest wherever applicable.

As of date, the Issuer has not defaulted in compliance with any material covenants agreed to by the Issuer and therefore, this would not be applicable.

The Company's financing arrangements require it to maintain certain security cover for some of its borrowings. Should there be a breach any financial or other covenants contained in any of the Company's financing agreements, the Company may be required to immediately repay its borrowings either in whole or in part, together with any related costs. Under the terms of some of the financing arrangements, the Company may be required to obtain the prior written consent of the concerned lender prior to the Company entering into any scheme of expansion, merger, amalgamation, compromise or reconstruction or selling, leasing, transferring all or a substantial portion of its fixed and other assets; making any change in ownership or control or constitution of the Company, or in the shareholding or management or majority of directors, or in the nature of business of the Company. This may restrict/ delay some of the actions/ initiatives that the Company may like to take from time to time.

Purchases and sales by the Company and its affiliates may affect the Debenture Holders'/ Commercial Papers Holders' return

The Company and its affiliates may from time to time buy or sell the Debentures and the Commercial Papers or debt instruments similar to the Debentures and the Commercial Papers and/or other obligations or have positions in securities economically related to the Debentures and the Commercial Papers for their own account for business reasons or in connection with hedging of the obligations under the Debentures and the Commercial Papers. These transactions could affect the price of such obligations or securities in a manner that would be adverse to the holder's investment in the Debentures and the Commercial Papers. The Company and its affiliates have not considered, and are not required to consider, the interests of investors as holders of the Debentures and the Commercial Papers in connection with entering into any of the above-mentioned transactions.

The secondary market for the Debentures / CPs may be non-existent or the Debentures /CPs may be illiquid.

The Debentures /CPs may be very illiquid and no secondary market may develop in respect thereof. Even if there is a secondary market for the Debentures /CPs, it is not likely to provide significant liquidity. An illiquid market may have an adverse impact on the price at which the Debentures/CPs may be sold in the secondary market. Any such Debentures/ CPs so purchased may be required to be held or resold or surrendered for cancellation. To the extent that an issue of Debentures/ CPs becomes illiquid, an investor may

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

have to hold the Debentures /CPs until redemption to realize value.

The Company may, but is not obliged to, at any time purchase the Debentures /CPs at any price in the market or by tender or private agreement. Any Debentures /CPs so purchased may be resold or surrendered for cancellation. The more limited the secondary market is, the more difficult it may be for Debentures Holders /CPs to realise value for the Debentures /CPs prior to settlement of the Debentures /CPs.

Further, the Company may not be able to issue any further Debentures /CPs, in case of any disruptions in the securities market.

Changes in general interest rates in the economy may affect the price of the Debentures/ CPs

All securities where a fixed rate of interest is offered, such as the Debentures /CPs, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of the Debentures /CPs.

#### Accounting Considerations

Special accounting considerations may apply to certain types of taxpayers. Potential investors are urged to consult with their own accounting advisors to determine implications of this investment.

Civil unrest, terrorist attacks and war would affect its business.

Terrorist attacks and other acts of violence, war or conflicts, in India and or those particularly involving India, as well as the United States of America, the United Kingdom, Singapore and the European Union, may adversely affect Indian and global financial markets. Such acts may negatively impact business sentiment, which could adversely affect its business and profitability. India has from time to time experienced and continues to experience, social and civil unrest, terrorist attacks and hostilities with neighboring countries. Also, some of India's neighboring countries have experienced or are currently experiencing internal unrest. This, in turn, could have a material adverse effect on the Indian economy and in turn may adversely affect the Company's operations and profitability and the market for the Debentures / Commercial Papers.

The Company's business may be adversely impacted by natural calamities or unfavourable climatic changes.

India, Bangladesh, Pakistan, Indonesia, Japan and other Asian countries have experienced natural calamities such as earthquakes, floods, droughts and a tsunami in recent years. Some of these countries have also experienced pandemics. These economies could be affected by the extent and severity of such natural disasters and pandemics which could, in turn affect the financial services sector of which the Company is a part. Prolonged spells of abnormal rainfall, draught and other natural calamities could have an adverse impact on the economy, which could in turn adversely affect its business and the trading price of the Debentures /CPs.

#### Slowdown in Economic Growth

The Company's performance and the quality and growth of its assets are necessarily dependent on the health of the overall Indian economy. A slowdown in the Indian economy or a fall in India's GDP may adversely affect its business, including its ability to enhance its asset portfolio and the quality of its assets, and its ability to implement certain measures could be adversely affected by a movement in interest rates, or various other factors affecting the growth of industrial, manufacturing and services sector or a general downtrend in the economy. Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact the Company's ability to raise additional financing and the interest rates and other commercial terms

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

at which such additional financing is available which could in turn adversely affect its business and the trading price of the Debentures/CPs.

Any downgrading of India's sovereign rating by an international rating agency(ies) may affect the Company's business and its liquidity to a great extent.

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact its ability to raise additional finances at favourable interest rates and other commercial terms. This could have an adverse effect on the Company's growth, financial performance and its operations which could in turn adversely affect its business and the trading price of the Debentures /CPs.

Risks in relation to the Security created in relation to the secured Debentures. Further, any risks in relation to maintenance of security cover or full recovery of the security in case of enforcement

In the event that the Company is unable to meet its payment and other obligations towards investors under the terms of the secured Debentures, the Debenture Trustee may enforce the security as per the terms of security documents, and other related documents executed in relation to the secured Debentures. The Debenture Holder(s)' recovery in relation to the secured Debentures will be subject to (i) the market value of such security (ii) finding willing buyers for the security at a price sufficient to repay the Debenture Holder(s)' amounts outstanding under the secured Debentures. There is a risk that the value realized from the enforcement of the security may be insufficient to redeem the secured Debentures.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## SECTION N

### PART A

The Company declares as of the date of this General Information Document that all the relevant provisions in the regulations/guideline issued by SEBI and other Applicable Laws have been complied with and no statement made in this General Information Document is contrary to the provisions of the regulations/guidelines issued by SEBI and other Applicable Laws, as the case may be. The information contained in this General Information Document is as applicable to privately placed debt securities and commercial papers and subject to information available with the Company.

The extent of disclosures made in this General Information Document is consistent with disclosures permitted by regulatory authorities to the issue of securities made by companies in the past.

For Prism Johnson Limited

---

Name: Vijay Aggarwal  
Designation: Managing Director  
DIN:- 00515412  
Date: July 02, 2024  
Place: Mumbai

### PART B

#### DECLARATION

- a. The Company is in compliance with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities and Exchange Board of India Act, 1992, the Companies Act and the rules and regulations made thereunder.
- b. The compliance with the said Companies Act and the rules made thereunder do not imply that payment of dividend or interest or repayment of the Debentures /CPs, if applicable, is guaranteed by the Central Government;
- c. The monies received under the Issue shall be used only for the purposes and objects indicated in the General Information Document;
- d. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

I am authorized by the Board of Directors of the Company vide resolution dated March 29, 2024 to sign this General Information Document and declare that all the requirements of Companies Act, 2013 and the rules made there under in respect of the subject matter of General Information Document and matters incidental thereto have been complied with and that the Permanent Account Number, Bank Account Number(s) of the Promoter and Permanent Account Number of directors have been submitted to the stock



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

exchanges on which the Debentures are proposed to be listed. Whatever is stated in General Information Document and in the attachments thereto is true, correct and complete and no information material to the subject matter of General Information Document has been suppressed or concealed and is as per the original records maintained by the Promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to General Information Document.

#### NOTE TO INVESTORS

Investment in non-convertible securities and commercial papers involve a degree of risk and investors should not invest any funds in such instruments unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of 'Risk Factors' contained under Section M of this General Information Document and the 'Risk Factors' set out in each Key Information Document. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the non-convertible securities or investor's decision to purchase such securities.

For Prism Johnson Limited

Authorized Signatory  
Name: Vijay Aggarwal  
Title: Managing Director  
DIN:- 00515412  
Date: July 02, 2024

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## ANNEXURE I

### Annual Reports and Auditor Reports of the Company for [ FY 2023-24, 2022-23 and 2021-22]

#### Annual Reports:

FY 2023-24: <https://www.prismjohnson.in/wp-content/uploads/2024/05/SE-Audited-Financial-Results-FY-2023-24.pdf>

*(The Annual Report for the financial year 2023-24 shall be provided by the Issuer in accordance with the timelines mentioned under the Listing Regulations.)*

FY 2022-23: <https://www.prismjohnson.in/wp-content/uploads/2023/07/Annual-Report-2022-23-1.pdf>

FY 2021-22: <https://www.prismjohnson.in/wp-content/uploads/2022/12/Annual-Report-2021-2022-1.pdf>

#### Auditor's Reports:

FY 2023-24: <https://www.prismjohnson.in/wp-content/uploads/2024/05/SE-Audited-Financial-Results-FY-2023-24.pdf>

FY 2022-23: <https://www.prismjohnson.in/wp-content/uploads/2023/07/Annual-Report-2022-23-1.pdf>

FY 2021-22: <https://www.prismjohnson.in/wp-content/uploads/2022/12/Annual-Report-2021-2022-1.pdf>

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## ANNEXURE II

### FINANCIAL STATEMENTS OF ALONG WITH AUDIT REPORTS, SCHEDULES, FOOTNOTES, SUMMARY ETC.

THE AUDITED STANDALONE & CONSOLIDATED FINANCIAL STATEMENTS OF THE ISSUER FOR THE FINANCIAL YEARS ENDED MARCH 31, 2022, MARCH 31, 2023, AND MARCH 31, 2024

FY 2023-24: <https://www.prismjohnson.in/wp-content/uploads/2024/05/SE-Audited-Financial-Results-FY-2023-24.pdf>

*(The Annual Report for the financial year 2023-24 shall be provided by the Issuer in accordance with the timelines mentioned under the Listing Regulations.)*

FY 2022-23: <https://www.prismjohnson.in/wp-content/uploads/2023/07/Annual-Report-2022-23-1.pdf>

FY 2021-22: <https://www.prismjohnson.in/wp-content/uploads/2022/12/Annual-Report-2021-2022-1.pdf>

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

ANNEXURE III

DISCLOSURE PRESCRIBED UNDER PAS-4 OF COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES), RULES, 2014

# PRISM JOHNSON LIMITED



PRISM JOHNSON LIMITED  
 CIN: L26942TG1992PLC014033  
 PAN Number: AAACP6224A

(Incorporated on March 26, 1992, Prism Johnson Limited is a public limited company within the meaning of the Companies Act, 2013).

Registered Office: 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad – 500016 Corporate Office:- Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054 ;  
 Tel: +91 22 66754142/43/44 Fax: +91 40 23402249;  
 Website: [www.prismjohnson.in](http://www.prismjohnson.in);  
 Compliance Officer: Mr. Shailesh Nagindas Dholakia;  
 Contact details of Compliance Officer: +91-22-61042200;  
 Email id: [shailesh.dholakia@prismjohnson.in](mailto:shailesh.dholakia@prismjohnson.in)

PART A

*(Pursuant to Section 42 and Rule 14(3) of the Companies (Prospectus and Allotment of Securities) Rules, 2014)*

THE PAS-4 CONTAINS RELEVANT INFORMATION AND DISCLOSURES OF THE FOLLOWING NON-CONVERTIBLE SECURITIES BY PRISM JOHNSON LIMITED (THE "ISSUER" / "COMPANY"), ON A PRIVATE PLACEMENT BASIS FOR ISSUE OF SECURED /UNSECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES (THE "DEBENTURES")

ISSUE OPENING DATE	ISSUE CLOSING DATE	PAY-IN DATE	DEEMED DATE OF ALLOTMENT
As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document	As per the relevant Key Information Document

DISCLAIMER

*This Offer Cum Application Letter contains relevant information and disclosures required for the purpose of issuing of the Debentures in accordance with Section 42 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014. The Issuer has issued a General Information Document and a Key Information Document (in compliance with the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021) (together the "Disclosure Document(s)"), together with the Application Form to eligible*

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

*investors inviting subscription to the Debentures. Any application by a person to whom the Disclosure Document(s) and/or the Private Placement Offer Cum Application Letter has not been sent by the Issuer shall be rejected without assigning any reason.*

I. General Information:

A. Name, address, website, if any and other contact details of the Company, indicating both Registered office and the Corporate Office:

Issuer / Company: Prism Johnson Limited  
 Registered Office: 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad – 500016  
 Corporate Office: Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054  
 Contact Person: Mr. Shailesh Nagindas Dholakia  
 Telephone No.: 91-22-61042200  
 Fax: +91 40 23402249  
 Email: [shailesh.dholakia@prismjohnson.in](mailto:shailesh.dholakia@prismjohnson.in)  
 Website: [investor@prismjohnson.in](http://investor@prismjohnson.in)

B. Date of Incorporation of the Company:

March 26, 1992

C. Business carried on by the Company and its subsidiaries with the details of branches or units, if any;

Please refer to Section E of the General Information Document

D. Brief particulars of the management of the Company:

Please refer to Section E of the General Information Document

E. Name, address, DIN and occupations of the directors:

Name of the Director	Designation	DIN	Address of Director	Occupation
Mr. Shobhan Thakore	Chairman Non-executive Director	00031788	M/s. Talwar Thakore & Associates, 3rd Floor, Kalpataru Heritage, 127, M. G. Road, Fort, Mumbai – 400 001	Advocate & Solicitor
Mr. Rajan Raheja	Non-executive Non Independent Director	00037480	"Rahejas", 1st Floor, Main Avenue, V. P. Road, Santacruz (W), Mumbai - 400 054	Business
Mr. Akshay Raheja	Non-executive Non Independent Director	00288397	"Rahejas", 1st Floor, Main Avenue, V. P. Road, Santacruz (W), Mumbai - 400 054	Business
Mr. Vijay Aggarwal	Managing Director	00515412	"Rahejas", 2nd Floor, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054.	Company Director

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Name of the Director	Designation	DIN	Address of Director	Occupation
Mr. Vivek Agnihotri	Executive Director & CEO (Cement)	02986266	"Rahejas", 2nd Floor, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054.	Company Director
Mr. Sarat Chandak	Executive Director & CEO (HRJ)	06406126	"Windsor", 7th Floor, CST Road, Kalina, Santacruz (E), Mumbai - 400 098	Company Director
Mr. Anil Kulkarni	Executive Director & CEO (RMC)	10186252	"Windsor", 7th Floor, C.S.T. Road, Kalina, Santacruz (E), Mumbai – 400 098	Company Director
Ms. Ameeta Parpia	Non-executive Independent Director	02654277	M/s. A. H. Parpia & Co., 203/204, Prabhat Chambers, 2nd Floor, 92, S. V. Road, Khar (W), Mumbai - 400 052	Advocate & Solicitor
Dr. Raveendra Chittoor	Non-executive Independent Director	02115056	1837, Chimo Close, Victoria, B.C., Canada, V8N4X7	Professor
Mr. Joseph Conrad Agnelo Dsouza	Non-executive Independent Director	00010576	501, Hasmukh Mansion, Plot No-375, 14 th Road, Khar (W) Mumbai, 0052	Advisor
Ms. Ravina Rajpal	Non-executive Independent Director	09380471	41/A, Maker Tower, Cuffe Parade, Colaba, Mumbai 400005	Advocate

**F. Management's perception of Risk Factors:**

Please refer to Section M of the General Information Document.

**G. Details of defaults, if any, including the amounts involved, duration of default, and present status, in repayment of:**

- (i) Statutory Dues: Nil
- (ii) Debentures and interest thereon: Nil
- (iii) Deposits and interest thereon: Nil
- (iv) Loans from banks and financial institutions and interest thereon: Nil

**H. Name, designation, address and phone number, email ID of the nodal / compliance officer of the Company, if any, for the Issue:**

Name: Mr. Shailesh Nagindas Dholakia  
 Designation: Company Secretary & Compliance Officer  
 Address: "Rahejas", 2<sup>nd</sup> Floor, Main Avenue, V. P. Road, Santacruz (West), Mumbai – 400 054  
 Phone No.: +91 22 66754142/46  
 Email: [shailesh.dholakia@prismjohnson.in](mailto:shailesh.dholakia@prismjohnson.in)

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

I. Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made thereunder: None

Particulars of the Offer:

Financial Position of the Company for last 3 (three) financial years:

Refer to sub clause (ii) of Section F of this General Information Document.

Date of passing of Board Resolution	As per the relevant Key Information Document
Date of passing of resolution in general meeting, authorizing the offer of securities	As per the relevant Key Information Document
Kind of securities offered and class of security, the total number of shares or other securities to be issued;	As per the relevant Key Information Document
Price at which the security is being offered, including premium if any, along with justification of the price	As per the relevant Key Information Document
Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer	Not Applicable
Relevant date with reference to which the price has been arrived at  (Relevant Date means a date atleast thirty days prior to the date on which the general meeting of the company is scheduled to be held)	Not Applicable
The class or classes of persons to whom the allotment is proposed to be made	Subject to Applicable Law, the categories of investors eligible to subscribe to the Issue, when addressed directly, are all QIBs, and any non-QIB Investors specifically mapped by the Issuer on the EBP Platform.
The proposed time within which the allotment shall be completed	The securities shall be allotted and credited into the demat account of the investor within two days from the Deemed Date of Allotment.
The change in control, if any, in the company that would occur consequent to the private placement	As per the relevant Key Information Document
The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price	Nil
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Nil, as the Debentures are being issued for cash

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Amount, which the Company intends to raise by way of securities	As per the relevant Key Information Document	
Terms of raising of securities:	Duration, if applicable:	As per the relevant Key Information Document
	Rate of Interest:	As per the relevant Key Information Document
	Mode of Payment	NEFT / RTGS
	Mode of Repayment	Cheque / Electronic clearing services (ECS)/credit through RTGS system/funds transfer
Proposed time schedule for which the Issue/private placement offer cum application Letter is valid	Issue Opening Date: As per the relevant Key Information Document Issue Closing Date: As per the relevant Key Information Document Pay-in Date: As per the relevant Key Information Document Deemed Date of Allotment: As per the relevant Key Information Document	
Purpose and objects of the Issue/Offer	As per the relevant Key Information Document	
Contribution being made by the Promoters or directors either as part of the offer or separately in furtherance of such objects	Not Applicable	
Principal terms of assets charged as security, if applicable	As per the relevant Key Information Document	
The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the ongoing concern status of the Company and its future operations	None	
The pre-issue and post issue shareholding pattern of the company	As per the relevant Key Information Document	

II. Mode of payment for subscription:

NEFT/RTGS/Electronic bank transfers on the EBP platform.

III. Disclosure with regard to interest of directors, litigation, etc:

Any financial or other material interest of the directors, promoters or key managerial personnel in the offer/ Issue and the effect of such interest in so far as it is different from the interests of other persons	Nil
Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the Company during the last 3 (three) years immediately preceding the year of the issue	Please refer Paragraph 8 of Section G on Page No. 49 of this General Information Document



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

of the private placement offer cum application letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed																																																									
Remuneration of directors (during the current year and last 3 (three) financial years)	<table border="1"> <thead> <tr> <th data-bbox="753 590 1040 625">Name of the Director</th> <th colspan="3" data-bbox="1040 590 1409 625">Remuneration (in Rs Crores)</th> </tr> <tr> <td data-bbox="753 625 1040 653"></td> <th data-bbox="1040 625 1170 653">2023 -24</th> <th data-bbox="1170 625 1300 653">2022-23</th> <th data-bbox="1300 625 1409 653">2021-22</th> </tr> </thead> <tbody> <tr> <td data-bbox="753 653 1040 695">Vijay Aggarwal</td> <td data-bbox="1040 653 1170 695">10.80</td> <td data-bbox="1170 653 1300 695">10.20</td> <td data-bbox="1300 653 1409 695">12.64</td> </tr> <tr> <td data-bbox="753 695 1040 737">Vivek Agnihotri</td> <td data-bbox="1040 695 1170 737">3.92</td> <td data-bbox="1170 695 1300 737">3.74</td> <td data-bbox="1300 695 1409 737">3.41</td> </tr> <tr> <td data-bbox="753 737 1040 779">Sarat Chandak</td> <td data-bbox="1040 737 1170 779">3.72</td> <td data-bbox="1170 737 1300 779">3.49</td> <td data-bbox="1300 737 1409 779">3.98</td> </tr> <tr> <td data-bbox="753 779 1040 821">Atul Desai</td> <td data-bbox="1040 779 1170 821">--</td> <td data-bbox="1170 779 1300 821">2.85</td> <td data-bbox="1300 779 1409 821">3.27</td> </tr> <tr> <td data-bbox="753 821 1040 863">Anil Kulkarni</td> <td data-bbox="1040 821 1170 863">1.09</td> <td data-bbox="1170 821 1300 863">--</td> <td data-bbox="1300 821 1409 863">--</td> </tr> <tr> <td data-bbox="753 863 1040 905">Shobhan Thakore</td> <td data-bbox="1040 863 1170 905">0.32</td> <td data-bbox="1170 863 1300 905">0.30</td> <td data-bbox="1300 863 1409 905">0.31</td> </tr> <tr> <td data-bbox="753 905 1040 947">Ameeta Parpia</td> <td data-bbox="1040 905 1170 947">0.28</td> <td data-bbox="1170 905 1300 947">0.25</td> <td data-bbox="1300 905 1409 947">0.26</td> </tr> <tr> <td data-bbox="753 947 1040 989">Raveendra Chittoor</td> <td data-bbox="1040 947 1170 989">0.22</td> <td data-bbox="1170 947 1300 989">0.20</td> <td data-bbox="1300 947 1409 989">0.21</td> </tr> <tr> <td data-bbox="753 989 1040 1073">Joseph Conrad Agnelo D'Souza</td> <td data-bbox="1040 989 1170 1073">0.01</td> <td data-bbox="1170 989 1300 1073">--</td> <td data-bbox="1300 989 1409 1073">--</td> </tr> <tr> <td data-bbox="753 1073 1040 1115">Ravina Vinay Rajpal</td> <td data-bbox="1040 1073 1170 1115">0.01</td> <td data-bbox="1170 1073 1300 1115">--</td> <td data-bbox="1300 1073 1409 1115">--</td> </tr> <tr> <td data-bbox="753 1115 1040 1157">Rajan B. Raheja</td> <td data-bbox="1040 1115 1170 1157">0.04</td> <td data-bbox="1170 1115 1300 1157">0.02</td> <td data-bbox="1300 1115 1409 1157">0.02</td> </tr> <tr> <td data-bbox="753 1157 1040 1199">Akshay R. Raheja</td> <td data-bbox="1040 1157 1170 1199">0.04</td> <td data-bbox="1170 1157 1300 1199">0.02</td> <td data-bbox="1300 1157 1409 1199">--</td> </tr> </tbody> </table>	Name of the Director	Remuneration (in Rs Crores)				2023 -24	2022-23	2021-22	Vijay Aggarwal	10.80	10.20	12.64	Vivek Agnihotri	3.92	3.74	3.41	Sarat Chandak	3.72	3.49	3.98	Atul Desai	--	2.85	3.27	Anil Kulkarni	1.09	--	--	Shobhan Thakore	0.32	0.30	0.31	Ameeta Parpia	0.28	0.25	0.26	Raveendra Chittoor	0.22	0.20	0.21	Joseph Conrad Agnelo D'Souza	0.01	--	--	Ravina Vinay Rajpal	0.01	--	--	Rajan B. Raheja	0.04	0.02	0.02	Akshay R. Raheja	0.04	0.02	--
Name of the Director	Remuneration (in Rs Crores)																																																								
	2023 -24	2022-23	2021-22																																																						
Vijay Aggarwal	10.80	10.20	12.64																																																						
Vivek Agnihotri	3.92	3.74	3.41																																																						
Sarat Chandak	3.72	3.49	3.98																																																						
Atul Desai	--	2.85	3.27																																																						
Anil Kulkarni	1.09	--	--																																																						
Shobhan Thakore	0.32	0.30	0.31																																																						
Ameeta Parpia	0.28	0.25	0.26																																																						
Raveendra Chittoor	0.22	0.20	0.21																																																						
Joseph Conrad Agnelo D'Souza	0.01	--	--																																																						
Ravina Vinay Rajpal	0.01	--	--																																																						
Rajan B. Raheja	0.04	0.02	0.02																																																						
Akshay R. Raheja	0.04	0.02	--																																																						
Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of the private placement offer cum application letter including with regard to loans made or guarantees given or securities provided	As per Note 1 hereto.																																																								
Summary of reservations or qualifications or adverse remarks of auditors in the last 5 (five) financial years immediately preceding the year of issue of the private placement offer cum application letter and of their impact on the financial statements and financial position of the Company and the corrective steps taken and proposed to be taken by the Company for each of the said reservations or qualifications or adverse remark	Nil																																																								
Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last 3 (three) years immediately preceding the year of issue of	Nil																																																								

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

the private placement offer cum application letter in the case of the Company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last 3 (three) years immediately preceding the year of the private placement offer cum application letter and if so, section-wise details thereof for the Company and all of its subsidiaries	
Details of acts of material frauds committed against the Company in the last 3 (three) years, if any, and if so, the action taken by the company	Nil

IV. Financial Position of the Company:

The capital structure of the company in the following manner in a tabular form:		
The authorized, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value)	Share Capital	Amount
	Authorised: 65,12,15,000 Equity Shares of Rs. 10 each	651,21,50,000
	Issued, Subscribed and Paid-up : 50,33,56,580 Equity Shares of Rs. 10 each fully paid	503,35,65,800
Size of the Present Offer	As per the relevant Key Information Document	
Paid-up Capital: a. After the offer: b. After the conversion of Convertible Instruments (if applicable)	Equity Share Capital: Rs.503.36 Crores (50,33,56,580 Equity shares of Rs 10/- each) a. Not Applicable b. Not Applicable	
Share Premium Account: a. Before the offer: b. After the offer:	a. Nil b. Nil	
Details of the existing share capital of the Issuer in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration	As per Note 4 hereto.	
Details of allotments made by the Company in the last one year prior to the date of the private placement offer cum application letter for consideration other than cash and details of the consideration in each case.	Nil	
Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of issue of the private placement offer cum application letter	As per Note 2 hereto.	

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid)	As per Note 2 hereto.
A summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of the private placement offer cum application letter	As per Note 2 hereto.
Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of issue of the private placement offer cum application letter	As per Note 3 hereto.
Any change in accounting policies during the last 3 (three) years and their effect on the profits and the reserves of the Company	None

Note 1: Related party transactions entered during the last 3 (three) financial years immediately preceding the year of issue of private placement offer cum application letter including with regard to loans made or, guarantees given or securities provided

As per the Paragraph 13 of Section G of this General Information Document.

Note 2: (a) Profits of the Company, before and after making provision for tax, for the 3 (three) financial years immediately preceding the date of issue of private placement offer cum application letter (b) dividends declared by the Company in respect of the said 3 (three) financial years; interest coverage ratio for last three years (cash profit after tax plus interest paid/interest paid) and (c) summary of the financial position of the Company as in the 3 (three) audited balance sheets immediately preceding the date of issue of private placement offer cum application letter :

As per Paragraph (ii) of Section F of this General Information Document.

Note 3: Audited Cash Flow Statement for the 3 (three) years immediately preceding the date of issue of private placement Offer cum application letter:

Please refer to Section F of the General Information Document

Note 4: Details of the existing share capital of the Issuer in a tabular form, as on March 31, 2024 indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

Details of the Existing Share Capital of the Company

Particulars	Date of Allotment	No. of Shares	Face Value (in Rs)	Consideration (In Rs.)	Nature of Allotment	Share Capital after issue (No. of Shares)	Share Capital after issue (Rupees)
By Subscribers to MOA	26.03.1992	695	10	6,950	Subscription to MOA	695	6,950
Rights Issue	06.08.1992	198	10	1,980	Rights Issue	893	8,930
Rights Issue	30.09.1992	32,82,107	10	3,28,21,070	Rights Issue	3,283,000	3,28,30,000
Rights Issue	25.03.1993	17,17,000	10	1,71,70,000	Rights Issue	50,00,000	5,00,00,000
Rights Issue	30.08.1993	2,50,00,000	10	25,00,00,000	Rights Issue	3,00,00,000	30,00,00,000
Rights Issue	1.11.1994	50,00,000	10	5,00,00,000	Rights Issue	35,00,00,000	35,00,00,000
Rights Issue	17.02.1995	63,240,000	10	6,324,00,000	Rights Issue	98,240,000	982400000
Public Issue	22.03.1995	142,058,000	10	1,42,0580,000	Public Issue	240,298,000	2402980000
Preferential Issue	07.08.1996	16,670,000	10	1,66,700,000	Preferential Issue	256,968,000	2569680000
Preferential Issue	15.12.2000	41,145,000	10	4,11,450,000	Preferential Issue	298,113,000	2981130000
Preferential Issue	05.02.2001	137,000	10	1,370,000	Preferential Issue	298,250,000	2982500000
Issue of shares on Amalgamation	03.03.2010	205,106,580	10	2,051,065,800	Issue of shares on Amalgamation	503,356,580	5033565800
Share Capital as on 31.03.2024						503,356,580	5,033,565,800

PART B- APPLICATION LETTER\*

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

(To be filed by the Applicant)

- (i) Name
- (ii) Father's name
- (iii) Complete Address including Flat/House Number, street, Locality, pin Code
- (iv) Phone number, if any
- (v) email ID, if any
- (vi) PAN Number
- (vii) Bank Account Details
- (viii) Tick whichever is applicable:

(a) The applicant is not required to obtain Government approval under the Foreign Exchanges Management (Non-debt Instrument) Rules, 2019 prior to subscription of shares -

(b) The applicant is required to obtain Government approval under the Foreign Exchange Management (Non-debt Instrument) Rules, 2019 prior to subscription of shares and the same has been obtained, and is enclosed herewith -

Signature

Initial of the Officer of the company designated to keep the record

\*Addressed applicants may please send the dully filled and signed Application Form (enclosed as Annexure) to the Company's corporate office address- Rahejas, Main Avenue, V. P. Road, Santacruz (West), Mumbai - 400 054.

V. A DECLARATION BY THE DIRECTORS THAT - (a) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder; (b) the compliance with the said Act and the rules made thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; (c) the monies received under the offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter;

I am authorised by the Board of Directors of the Company vide resolution number dated March 29, 2024 to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association. It is further declared and verified that all the required attachments have been completely, correctly, and legibly attached to this form.

Signed

Date: July 02, 2024

Place: Mumbai

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

**Attachments:-**

- Copy of Board resolution:
- Copy of shareholders resolution:
- Optional attachments, if any.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

ANNEXURE IV

BOARD RESOLUTION AND THE SHAREHOLDERS' RESOLUTION

Attached Separately

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## ANNEXURE V

### IN-PRINCIPLE APPROVAL OF STOCK EXCHANGE



*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

## ANNEXURE VI

### DISCLOSURES PURSUANT TO THE DT MASTER CIRCULAR

- (a) Details of assets, movable property and immovable property on which charge is proposed to be created

As per the relevant Key Information Document.

- (b) Title deeds (original/ certified true copy by issuers/ certified true copy by existing charge holders, as available) or title reports issued by a legal counsel/ advocates, copies of the relevant agreements/ Memorandum of Understanding

As per the relevant Key Information Document.

- (c) Copy of evidence of registration with Sub-registrar, Registrar of Companies, Central Registry of Securitization Asset Reconstruction and Security Interest (CERSAI) etc.

As per the relevant Key Information Document.

- (d) For unencumbered assets, an undertaking that the assets on which charge is proposed to be created are free from any encumbrances

As per the relevant Key Information Document.

- (e) For encumbered assets, on which charge is proposed to be created, the following consents along with their validity as on date of their submission:

- (i) Details of existing charge over the assets along with details of charge holders, value/ amount, copy of evidence of registration with Sub-registrar, Registrar of Companies, CERSAI, Information Utility (IU) registered with Insolvency and Bankruptcy Board of India (IBBI) etc. as applicable: As per the relevant Key Information Document.

- (ii) Consent/ No-objection certificate (NOC) from existing charge holders for further creation of charge on the assets or relevant transaction documents wherein existing charge holders have given conditional consent/ permission to the Issuer to create further charge on the assets, along-with terms of such conditional consent/ permission, if any: As per the relevant Key Information Document.

- (iii) Consent/ NOC from existing unsecured lenders, in case, negative lien is created by Issuer in favour of unsecured lenders: As per the relevant Key Information Document.

- (f) In case of personal guarantee or any other document/ letter with similar intent is offered as security or a part of security:

- (i) Details of guarantor viz. relationship with the Issuer: As per the relevant Key Information Document.

- (ii) Net worth statement (not older than 6 months from the date of debenture trustee agreement) certified by a chartered accountant of the guarantor: As per the relevant Key Information Document.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

- (iii) List of assets of the guarantor including undertakings/ consent/ NOC as per para 2.1(b) and 2.1(c) of Chapter II of the DT Master Circular: As per the relevant Key Information Document.
  - (iv) Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created: As per the relevant Key Information Document.
  - (v) List of previously entered agreements for providing guarantee to any other person along with an undertaking that there are no agreements other than those provided in the list, if any: As per the relevant Key Information Document
- (g) In case of corporate guarantee or any other document/ letter with similar intent is offered as security or a part of security:
- (i) Details of guarantor viz. holding/ subsidiary/ associate company etc.: As per the relevant Key Information Document.
  - (ii) Audited financial statements (not older than 6 months from the date of debenture trustee agreement) of guarantor including details of all contingent liabilities: As per the relevant Key Information Document.
  - (iii) List of assets of the guarantor along-with undertakings/consent/NOC as per para 2.1(b) and 2.1(c) of Chapter II of the DT Master Circular: As per the relevant Key Information Document.
  - (iv) Conditions of invocation of guarantee including details of put options or any other terms and conditions which may impact the security created: As per the relevant Key Information Document.
  - (v) Impact on the security in case of restructuring activity of the guarantor: As per the relevant Key Information Document.
  - (vi) Undertaking by the guarantor that the guarantee shall be disclosed as "contingent liability" in the "notes to accounts" of financial statement of the guarantor: As per the relevant Key Information Document.
  - (vii) "Contingent liability" in the "notes to accounts" forming part of the financial statements of the guarantor: As per the relevant Key Information Document.
  - (viii) Copy of Board resolution of the guarantor for the guarantee provided in respect of the debt securities of the Issuer: As per the relevant Key Information Document.
  - (ix) List of previously entered agreements for providing guarantee to any other person along with an undertaking that there are no agreements other than those provided in the list, if any: As per the relevant Key Information Document.
- (h) In case of any other contractual comforts/ credit enhancements provided for or on behalf of the issuer, it shall be required to be legal, valid and enforceable at all times, as affirmed by the issuer. In all other respects, it shall be dealt with as specified above with respect to guarantees: As per the relevant Key Information Document.

*General Information Document issued in conformity with Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India Master Circular for issue and listing of Non-Convertible Securities dated May 22, 2024 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.*

- (i) In case securities (equity shares, etc.) are being offered as security then a holding statement from the depository participant along with due pledge of such securities in favour of Debenture Trustee in the depository system shall be ensured: As per the relevant Key Information Document.
- (j) Details of any other form of security being offered viz. Debt Service Reserve Account etc.: As per the relevant Key Information Document.
- (k) Any other information, documents or records required by debenture trustee with regard to creation of security and perfection of security: As per the relevant Key Information Document.
- (l) Terms and conditions of debenture trustee agreement including fees charged by debenture trustees(s): As per the relevant Key Information Document.
- (m) Details of security to be created: As per the relevant Key Information Document.
- (n) Process of due diligence carried out by the debenture trustee: As per the relevant Key Information Document.
- (o) Due diligence certificates as per the format specified in the DT Master Circular and in the SEBI Debt Listing Regulations: As per the relevant Key Information Document.



**CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF PRISM JOHNSON LIMITED AT THE MEETING HELD ON MARCH 29, 2024**

**To approve issue of Unsecured, Rated, Listed, Redeemable, Taxable, Non-convertible Debentures through private placement**

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and 179(3)(c), 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and subject to other applicable Rules, Regulations, Guidelines, Notifications and Circulars, 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, and pursuant to the approval of the Members of the Company obtained through Postal Ballot on June 20, 2014 and at the Annual General Meeting held on August 3, 2023, the approval of the Board be and is hereby accorded for issue of Unsecured, Rated, Listed, Redeemable, Taxable, Non-convertible Debentures (‘NCDs/ Debentures’), in one or more tranches, of an aggregate value upto ₹ 200,00,00,000/- (Rupees Two Hundred Crores only) (“Issue”), for cash, at par, on a private placement basis to Eligible Investors on the indicative terms and conditions placed before the Board of Directors of the Company, which *inter alia* include the following and also the terms and conditions as would be set out in the Transaction Documents to be executed in relation to the Issue :

<u>Issue</u>		Issue of Unsecured Rated Listed Redeemable Taxable Non-convertible Debentures (NCD) on a private placement basis
<u>Purpose :</u>		Repayment / Refinancing of existing debt, capital expenditure, long term working capital and general corporate purpose.
<u>Terms of Issue</u>	(i)	₹ 200,00,00,000/- (Rupees Two Hundred Crores only) to be issued in 2 tranches : Series I – ₹ 100 Crore Series II – ₹ 100 Crore
	(ii)	Issue on a Private Placement basis to Eligible Investors.

f



Complete Concrete Solutions



	(iii)	Face Value : ₹ 10 Lakhs per NCD
	(iv)	Coupon : As may be discovered during the bidding process.
	(v)	Coupon Frequency : Annual/Monthly
	(vi)	Security : Unsecured
	(vii)	Tenure : Upto five years from the deemed date of allotment
	(viii)	Scheduled Maturity : Series I: 4 years with put/call at the end of 2 years Series II: 5 years with put/call at the end of 3 years
	(ix)	Early Redemption : In case, the rating of the NCDs and /or the issuer falls to “BBB+” or below by any rating agency and for every notch thereafter, the Debenture Holder(s) shall have the right to ask for mandatory prepayment in full/part of the outstanding NCDs. The Issuer shall make the payment within 15 (Fifteen) calendar days from the date of exercise of acceleration option by the Debenture Holder(s).
	(x)	Mode of Issue : Private Placement
	(xi)	Put Option/Call Option: Series I: Put/call at the end of 2 years Series II: Put/call at the end of 3 years
	(xii)	Seniority : Senior
<u>Financial Covenants</u>		During the currency of the Debentures, the Company shall maintain the mentioned ratios as mutually agreed with the investor.  All Financial Covenants would be tested on half yearly basis i.e. as on 31 <sup>st</sup> March and 30 <sup>th</sup> Sept every year on standalone balance sheet till the redemption of the Debentures. The Financial covenants shall be certified by an independent chartered accountant within 90 (Ninety) calendar days from end of the period.
<u>Step Up Coupon Rate/Step Down Coupon Rate</u>		The Coupon Rate will be reset from the date of change in the long-term (LT) credit rating of the Debentures and/or the Issuer, as follows :  Coupon Rate to be increased by 25 (Twenty-five) basis points from the date of rating downgrade to “A” of the Debentures and/or the Issuer by the rating agency and for each subsequent downgrade in rating

f







		<p>notch thereafter by any rating agency.</p> <p>It is clarified that for the purpose of this clause lowest of all outstanding ratings (of the Issuer/Debentures) by any rating agency will be considered.</p>
<u>Default Interest Rate</u>		<p>In the event of delay in the payment of interest amount and/ or principal amount on the due date(s), without prejudice to the right of the Debenture Trustee to call an Event of Default, the Issuer shall pay additional interest of 2% (Two percent) per annum in addition to the Coupon Rate payable on the NCDs, on such amounts due, for the defaulting period i.e. the period commencing from and including the date on which such amount becomes due and upto but excluding the date on which such amount is actually paid.</p> <p>In the event of delay in execution of Debenture Trust Deed or any other transaction documents, the Issuer shall either refund the subscription at the Coupon Rate or shall pay penal interest of 2% (Two percent) per annum over and above the Coupon Rate for the delayed period till such conditions are complied with, at the option of the Debenture Holders.</p> <p>Delay in listing : In case of delay in listing of the NCDs beyond 4 (Four) working days from the Deemed Date of Allotment, the Company will pay penal interest of 1% p.a. over the Coupon Rate from the Deemed Date of Allotment till the listing of the NCDs on the WDM segment of BSE to the Debenture Holders.</p>
<u>Issuance/trading</u>		To be listed on WDM segment of the BSE Limited and will be allotted and traded in demat form only. Deemed date of allotment shall be the date of issue of the letter of allotment.
<u>Depository</u>		NSDL and/or CDSL
<u>Debenture Trustee</u>		Axis Trustee Services Ltd.
<u>Rating</u>		A+ (Positive)

f





“RESOLVED FURTHER THAT in relation to the Issue, the Board hereby approves:

- (a) Appointment of Axis Trustee Services Ltd, to act as a Debenture Trustee (“Debenture Trustee”), for and on behalf of the proposed holders of the Debentures (“Debenture Holders”);
- (b) Appointment of India Ratings and Research Private Limited, as the rating agency, for the purposes of providing credit rating in relation to the Debentures and doing all such acts, deeds and things and execution or ratification of such documents, papers and writings, including any amendments thereto, as may be necessary for the purpose;
- (c) Confirmation of appointment of KFin Technologies Limited to act as the Registrar & Transfer Agent (“R&T Agent”) in relation to the Issue and doing all such acts, deeds and things and execution or ratification of such documents, papers and writings, including any amendments thereto, as may be necessary for the purpose;
- (d) Appointment of National Securities Depositories Limited and/or Central Depository Services (India) Limited to act as the depository in relation to the Issue (“Depository”) and doing all such acts, deeds and things and execution or ratification of such documents, papers and writings, including any amendments thereto, as may be necessary for the purpose.”

“RESOLVED FURTHER THAT the Board hereby approves the terms and conditions upon which the Debentures are proposed to be issued which shall be set out in detail in the transaction documents to be executed for the Debentures”

“RESOLVED FURTHER THAT the Board hereby approves execution of all documents (including any ratification and/or amendments thereto) required for the Issue including but not limited to the following :

- (a) The Debenture Trust Deed to be executed between the Company and the Debenture Trustee setting out *inter alia* the terms and conditions upon which the Debentures shall be issued (“Debenture Trust Deed”);

g







- (b) The private placement offer-cum-application letter and the disclosure document/information memorandum to be issued by the Company to the Eligible Investors (collectively “Information Memorandum”);
- (c) The Debenture Trustee Appointment Agreement to be executed between the Company and the Debenture Trustee for appointment of Axis Trustee Services Ltd as the Debenture Trustee in relation to the Debentures (“Debenture Trustee Appointment Agreement”);
- (d) Such other letters, writings, instruments, undertakings, papers, agreements, declarations, guarantees, powers of attorney as may be required by the Debenture Trustee/Eligible Investors in respect of the Issue;

(the aforesaid documents are hereinafter collectively referred to as the “Transaction Documents”).”

“RESOLVED FURTHER THAT the Board hereby approves the issuance and circulation of the Information Memorandum to the Eligible Investors.”

“RESOLVED FURTHER THAT the Board hereby approves the listing of the Debentures on BSE Limited and in this regard the Company be and is hereby authorised to finalise, execute and if required amend and ratify necessary or requisite agreement(s) with BSE Limited and to do all such acts, deeds and things and execute or ratify such documents, papers and writings as may be necessary for the purpose including any amendments thereto and to provide all such documents and information as may be required by the stock exchange, for the purposes of listing the Debentures.”

“RESOLVED FURTHER THAT the following executives of the Company (till they are employees/executives/key managerial personnel/officers of the Company (as applicable)) (‘Authorised Persons’) :

- Mr. Vijay Aggarwal
- Mr. Vivek K. Agnihotri
- Mr. Sarat Chandak
- Mr. Anil Kulkarni
- Mr. Arun Kumar Agarwal
- Ms. Shailesh Dholakia
- Mr. Rajnish Sacheti
- Mr. Amit Kumar Agrawal

**PRISM**  
CEMENT  
दूर की सोच

**JOHNSON**  
Not just tiles, Lifestyles.



Complete Concrete Solutions



- Mr. Hitesh Vijay
- Mr. R. Barath
- Mr. Ashish Hinger

be and are hereby severally authorised to :

- Identify Eligible Investors for subscribing NCDs of the Company and to discuss, finalise and agree terms and conditions of the issue of NCDs;
- finalise, approve, negotiate, sign, execute and ratify the Transaction Documents and all other requisite documents in connection with the Issue, tripartite agreement between the Issuer, R&T Agent and Depository for issue of Debentures in demat form, listing agreement with the stock exchanges, depositories, compliance certificates, record of private placement offer, amendments, supplemental agreements, modifications and other deeds and documents;
- negotiate, approve and sign Letter of Offer/Indicative Term Sheet/Information Memorandum and all other documents providing terms and conditions of NCDs (including amending, varying or modifying the same, as may be considered desirable or expedient) in accordance with applicable laws, rules, regulations and guidelines;
- open and operate such bank accounts as required as per the terms of the Issue;
- to decide and alter the terms and conditions of appointment of Rating Agency, Debenture Trustee, Depository, R&T Agent and terminate their appointment;
- give such declarations affidavits, consents as may be required from time to time;
- negotiate, finalise and execute or ratify amendments to all such executed documents and other documents as and when they become necessary and to sign letters of undertaking, declarations, agreements and other papers which may be required;
- to sign and/or dispatch and/or submit and/or file and/or update all forms, filings, documents and notices to be signed, submitted and/or dispatched and/or filed and/or updated by it under or in connection with the documents to which it is a party and/or as required under applicable laws and to take all such further steps as may be required to give effect to the aforesaid resolutions;



**PRISM**  
CEMENT  
दूर की सोच

**JOHNSON**  
Not just tiles, Lifestyles.

**PRISM  
RMC**

Complete Concrete Solutions



(ix) to generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental as may be required to be done in connection with the issue of NCDs.”

“RESOLVED FURTHER THAT if any of the documents are required to be executed under the Common Seal of the Company, the same be affixed to such documents in accordance with the provisions of Articles of Association, in the presence of any two of the Authorised Person who do sign the same in token thereof and who are also hereby authorised to carry the Common Seal of the Company outside the City/State in which the registered office of the Company is situated, wherever necessary for the purpose of such execution.”

“RESOLVED FURTHER THAT the Board hereby approves and ratifies all such acts, deeds and actions taken by the Company till date for the purpose of this issuance.”

“RESOLVED FURTHER THAT the resolutions aforesaid shall continue to be in force till the redemption of the NCDs or the termination of all the agreements concluded pursuant to the issue and placement of NCDs and that the Board shall not take any action or pass any resolution, to rescind/invalidate these resolutions and such action taken or resolution passed shall be invalid and ineffective.”

“RESOLVED FURTHER THAT the aforesaid resolutions shall come into effect immediately and a copy of the foregoing resolution certified to be a true copy be furnished to such parties concerned with respect to the issue of NCDs.”

For **PRISM JOHNSON LIMITED**

SHAILESH DHOLAKIA  
COMPANY SECRETARY  
(Membership No. ACS 14316)

April 15, 2024







### **CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE MEMBERS OF PRISM JOHNSON LIMITED AT THE ANNUAL GENERAL MEETING HELD ON AUGUST 3, 2023 THROUGH VIDEO CONFERENCE**

#### **Private Placement of Non-convertible Debentures and/or other Debt Securities**

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) thereto 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, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time and subject to other applicable Rules, Regulations, Guidelines, Notifications and Circulars, 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 (hereinafter referred to as ‘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 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 Officer(s)/Authorised Representative(s) of the Company and/or in such manner as it may deem fit.”

For **PRISM JOHNSON LIMITED**



SHAILESH DHOLAKIA  
COMPANY SECRETARY  
(Membership No. ACS 14316)  
April 15, 2024





## CERTIFIED TRUE COPY OF EXPLANATORY STATEMENT RELATING TO RESOLUTION PASSED BY THE MEMBERS OF PRISM JOHNSON LIMITED AT THE ANNUAL GENERAL MEETING HELD ON AUGUST 3, 2023 THROUGH VIDEO CONFERENCE

As required by Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out the material facts relating to Item No. 8 mentioned in the accompanying Notice

### Item No. 8:-

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 a 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/unsecured 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 March 31, 2023, outstanding borrowing of ₹ 170 Crores by way of NCDs availed 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 June 29, 2022, 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. 8, within the overall borrowing limits of the Company, as approved by the members from time to time.

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

The Board recommend the passing of the Special Resolution set out at Item No. 8 of the Notice for approval by the members.

For **PRISM JOHNSON LIMITED**

  
SHAILESH DHOLAKIA  
COMPANY SECRETARY  
(Membership No. ACS 14316)  
April 15, 2024



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.

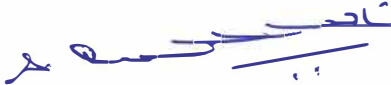
(W): www.prismjohnson.in, (E): info@prismjohnson.in

### **CERTIFIED TRUE COPY OF RESOLUTION PASSED THROUGH POSTAL BALLOT BY THE SHAREHOLDERS OF PRISM JOHNSON LIMITED ON JUNE 20, 2014**

“RESOLVED THAT in supersession of resolution passed by Postal Ballot on November 18, 2009 under Section 293(1)(d) of the Companies Act, 1956 and subject to the provisions of Section 180(1)(c), 180(2) and other applicable provisions and Rules, if any, of the Companies Act, 2013, any amendments/enactments/re-enactments thereof, consent of the Company be hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” and which term shall be deemed to include any duly authorised committee(s) thereof, for the time being exercising the powers conferred by the Board by this resolution) for borrowing from time to time and in any manner, any sum or sums of money upon such terms and conditions and with or without security as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from the Company’s Bankers/Lenders in the ordinary course of business, provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed ₹ 25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only).”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto; and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

For **PRISM JOHNSON LIMITED**



**SHAILESH DHOLAKIA**  
COMPANY SECRETARY  
(Membership No. ACS 14316)

DCS/COMP/RM/IP-PPDI/056/24-25

**Prism Johnson Limited**  
305, Laxmi Niwas Apartments  
Ameerpet  
Hyderabad – 500016

Dear Sir/Madam

**Re: Private Placement of Rated, Listed, Secured, Unsecured, Transferable, Redeemable Non-Convertible debentures and Commercial Papers having a face value of Rs 1,00,000/- (One Lakh) and 5,00,000/- respectively under GID number No: P JL/GID/01/2024-25.**

We acknowledge receipt of your application on the online portal on June 24, 2024 seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing of captioned security subject to fulfilling the following conditions at the time of seeking listing:

1. Filing of listing application.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and circulars issued thereunder and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations, directions, circulars of the Exchange, SEBI or any other statutory authorities, documentary requirements from time to time.
6. Compliance with below mentioned circular dated June 10, 2020 issued by BSE before opening of the issue to the investors.:  
<https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20200610-31>
7. Issuers, for whom use of EBP is not mandatory, specific attention is drawn towards compliance with Chapter XV of SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and BSE Circular No 20210519-29 dated May 19, 2021. Accordingly, Issuers of privately placed debt securities in terms of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 or ILDM Regulations for whom accessing the electronic book platform (EBP) is not mandatory shall upload details of the issue with any one of the EBPs within one working day of such issuance. The details can be uploaded using the following links [Electronic Issuance - Bombay Stock Exchange Limited \(bseindia.com\)](#).




8. It is advised that Face Value of NCDs issue through private placement basis should be kept as per Chapter V of SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021

9. Issuers are hereby advised to comply with signing of agreements with both the depositories as per Regulation 7 of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021.

10. Company is further requested to comply with SEBI Circular SEBI/HO/DDHS/DDHS-RACPODI/CIR/P/2023/56 dated April 13, 2023, (if applicable) read along with BSE Circular <https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20230428-18> and ensure compliance of the same.

This In-Principle Approval is valid for a period of 1 year from the date of issue of this letter or period of 1 year from the date of opening of the first offer of debt securities under the General information Document, which ever applicable. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with SEBI Circular No SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 and circulars issued thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours faithfully,  
For BSE Limited



Hardik Bhuta  
Assistant General Manager



Prasad Bhide  
Senior Manager