October 23, 2019

The National Stock Exchange (India) Ltd. Exchange Plaza, Bandra – Kurla Complex, Bandra (East), Mumbai – 400051.	BSE Limited, Corporate Relationship Department, P.J. Towers, Dalal Street, Fort, Mumbai – 400001.
Scrip Name: PRSMJOHNSN	Scrip Code: 500338

Sub: 1) Scheme of Arrangement and Amalgamation amongst Prism Johnson Limited, H. & R. Johnson (India) TBK Limited, Milano Bathroom Fittings Private Limited, Silica Ceramica Private Limited, TBK Rangoli Tile Bath Kitchen Private Limited, TBK Venkataramiah Tile Bath Kitchen Private Limited, TBK Samiyaz Tile Bath Kitchen Private Limited and their respective shareholders and creditors.

2) Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

Dear Sir,

1. Pursuant to Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of Prism Johnson Limited ("**PJL**" or "**Company**"), at its meeting held on **October 23, 2019,** has considered and approved, Composite Scheme of Arrangement and Amalgamation ("**Scheme**") amongst PJL, H. & R. Johnson (India) TBK Limited ("**HRJ TBK**"), Milano Bathroom Fittings Private Limited ("**Milano**"), Silica Ceramica Private Limited ("**Silica**"), TBK Rangoli Tile Bath Kitchen Private Limited ("**TBK Rangoli**"), TBK Venkataramiah Tile Bath Kitchen Private Limited ("**TBK Venkat**"), TBK Samiyaz Tile Bath Kitchen Private Limited ("**TBK Samiyaz**") and their respective shareholders and creditors under the provisions of Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013, and its rules and regulations framed thereunder as detailed below:

   (a) Demerger of retail/trading business undertakings of TBK Rangoli, TBK Venkat and TBK Samiyaz into HRJ TBK (collectively "**Demerger 1**");

   (b) Subsequent demerger of retail/trading business undertaking of HRJ TBK (after considering the impact of Demerger 1) into PJL ("**Demerger 2**");

   (c) Adjustment of Securities Premium with debit balance of Retained earnings, to the extent available, by way of Capital Reduction in terms of Section 52 & other applicable provisions of the Companies Act, 2013 in the books of Silica ("**Capital Reduction**");

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(d) Subsequent amalgamation of Milano and Silica with PJL (**"Amalgamation"**)

The Appointed Date for the Scheme is April 1, 2018 and it is the date from which the Scheme will be operative. All companies involved in the proposed restructuring, directly or through subsidiary, are wholly owned subsidiaries of PJL.

2. The Scheme shall be subject to shareholders & creditors approval, as applicable, and the necessary statutory and regulatory approvals including the approval of income tax authorities, the Registrar, the Official Liquidator (as may be applicable), the jurisdictional National Company Law Tribunal and/or such other competent statutory/ regulatory authorities as may be required under applicable law.

3. The details required under Regulation 30 of the SEBI LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 with respect to above, has been enclosed herewith as Annexure 1.

4. It is further informed that Prism Power and Infrastructure Private Limited ('PPIPL'), an associate in which the Company holds 49% equity stake, has decided to make an application to strike-off the name of the Company from the Register of Companies, Hyderabad as per applicable provisions of the Companies Act, 2013. PPIPL was incorporated in 2006 with the object to carry on the business of generation of electrical power by conventional, non-conventional methods, etc. PPIPL is not doing/carrying on any business right from the date of its incorporation and there is no intention to do any business or commercial activity as laid down in the main objects of its Memorandum of Association in future.

   PPIPL will cease to be an associate of the Company with effect from the date of its name being struck-off by the Registrar of Companies, Hyderabad.

Yours Faithfully,
For **PRISM JOHNSON LIMITED**

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ANEETA S. KULKARNI
COMPANY SECRETARY

Encl: as above

Annexure - 1

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018.

Composite Scheme of Arrangement and Amalgamation amongst the Company, HRJ TBK, Milano, Silica, TBK Rangoli, TBK Venkat, TBK Samiyaz and their respective shareholders and creditors:

1. **Name of the entity(ies) forming part of the amalgamation/ merger, details in brief such as, size, turnover etc.:**

(a) PJL is a listed public company, incorporated on March 26, 1992. Equity shares of PJL are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The Company has issued various types of secured/ unsecured non-convertible debentures which are listed on BSE.

(b) HRJ TBK is an unlisted public company limited by shares, incorporated on August 16, 1996.

(c) Milano is a private company limited by shares, incorporated on March 8, 2000.

(d) Silica is a private company limited by shares, incorporated on December 12, 2006.

(e) TBK Rangoli is a private company limited by shares, incorporated on October 28, 2010.

(f) TBK Venkat is a private company limited by shares, incorporated on December 21, 2010.

(g) TBK Samiyaz is a private company limited by shares, incorporated on December 6, 2007.

Set out below are the brief details of the Networth and Turnover of the companies involved on Standalone basis :

(INR in Crs)

Particulars	Net Worth as at 31st March, 2019	Turnover for the year ended 31st March, 2019*
PJL	1,142.11	5,955.57
HRJ TBK	19.54	29.15
Milano	32.17	56.54
Silica	44.27	129.06

Particulars	Net Worth as at 31st March, 2019	Turnover for the year ended 31st March, 2019*
TBK Rangoli	(2.48)	2.74
TBK Venkat	(1.55)	4.03
TBK Samiyaz	0.31	3.26

**includes revenue from operations only.*

2. Whether the transaction would fall within related party transaction? If yes, whether the same is done at "Arm Length":

TBK Rangoli, TBK Venkat and TBK Samiyaz are wholly-owned subsidiaries of HRJ TBK and as such related party to each other.

Milano, Silica and HRJ TBK are wholly owned subsidiaries of PJL and as such related party to each other.

Requirements of Sec 188 of Companies Act, 2013 are not applicable on the proposed Scheme in view of General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs. Further, pursuant to Regulation 23(5)(b) of the Listing Regulations, compliances/approvals required for related party transaction are not applicable to the proposed scheme involving PJL & its wholly owned subsidiaries.

3. Area of Business of entity(ies):

(a) PJL is one of India's leading integrated Building Materials' Company, with a wide range of products from cement, ready-mixed concrete, tiles and bathroom products.

(b) HRJ TBK is engaged, directly/indirectly through its subsidiaries and associates, in retail/trading of tiles, bathroom products including sanitaryware and fittings, kitchens and branded tiles display unit, etc. It also provides various support services.

(c) Milano is engaged in manufacturing of bathroom fittings and accessories.

(d) Silica is engaged in manufacturing of ceramic vitrified tiles and glazed vitrified tiles.

(e) TBK Rangoli, TBK Venkat and TBK Samiyaz are engaged in retail/trading business of tiles, bathroom products including sanitaryware & fittings and kitchens, etc.

4. Rationale for Amalgamation/ Demerger

The key objectives of the scheme are as follows:

(a) the proposed Scheme would result in elimination of multiple operating companies'

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structure of PJL and thereby would result in consolidation of retail/trading business of certain wholly owned subsidiaries and step-down subsidiaries of PJL into a single entity, i.e. PJL;

(b) the proposed Scheme would result in simplification of group structure under common management which would lead to elimination of duplicative communication and coordination efforts across multiple entities;

(c) the consolidation of business would lead to better, efficient and economical cost management, cost savings, pooling of resources, optimum utilisation of resources, rationalisation of administrative expenses/services, leading to economies of scale for PJL;

(d) the consolidation of business would lead to synergies in operational process and logistics alignment, creating better synergy across the group, better utilisation of human resources and further development and growth of business via a single entity, PJL;

(e) the single entity i.e. PJL would have increased capability for offering products and services by virtue of its enhanced resource base and deeper client relationship, resulting better business potential and prospects for the entity.

(f) the proposed Scheme would help PJL in sharpening its competitiveness and development of long term internal and core competencies through cost savings and benefit of economies of scale unlocked to PJL.

(g) thus, the Scheme, as envisaged, is in the interest of the shareholders, creditors, employees, and other stakeholders in each of the companies by pursuing a focused business approach under a single entity, thereby resulting in overall maximization of value creation of all the stakeholders involved.

5. **In case of cash consideration – amount or otherwise share exchange ratio :**

(a) There is no cash consideration involved.

(b) **Demerger 1 of business undertaking from TBK Rangoli, TBK Venkat & TBK Samiyaz into HRJ TBK** – TBK Rangoli, TBK Venkat & TBK Samiyaz are wholly-owned subsidiaries of HRJ TBK. Therefore, upon the Scheme becoming effective, no consideration shall be discharged by HRJ TBK and the value of investments held by HRJ TBK in TBK Rangoli, TBK Venkat & TBK Samiyaz to be reduced, if required, pursuant to Scheme.

(c) **Demerger 2 of business undertaking from HRJ TBK into PJL** – HRJ TBK is a wholly-owned subsidiary of PJL. Therefore, upon the Scheme becoming effective, no consideration shall be discharged by PJL and the value of investments held by PJL in HRJ TBK to be reduced pursuant to Scheme.

(d) **Amalgamation of Milano and Silica with PJL** - Milano and Silica are wholly owned subsidiaries of PJL. Therefore, upon the scheme becoming effective, no consideration shall be issued for amalgamation of Milano and Silica with PJL and all the shares held by PJL in the share capital of Milano and Silica shall stand cancelled, without any further act or deed.

6. **Brief details of change in shareholding pattern (if any) of entities involved in the scheme:**

PJL (Listed Entity) - There will be no change in the shareholding pattern of PJL pursuant to the Scheme as no shares are being issued by PJL in connection with the Scheme.

Further in terms of sub-paragraph (ii) of Para I (A) (4) (d) of Annexure 1 to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017, in case a wholly-owned subsidiary is merged with its parent listed entity, where the shareholders and the shareholding pattern of the parent listed company remains the same, it will be treated as 'no change in shareholding pattern'.

Pursuant to effectiveness of Scheme, (i) Milano and Silica shall stand dissolved without winding up; and (ii) TBK Rangoli, TBK Venkat, TBK Samiyaz and HRJ TBK shall remain directly / indirectly WOS of PJL

7. **Brief Details of the division(s) to be demerged**

Demerger 1 – Business of trading in tiles, bathroom products including sanitaryware & fittings and kitchens of TBK Venkat, TBK Rangoli and TBK Samiyaz is proposed to be demerged.

Demerger 2 – Business, undertaken directly/indirectly through its subsidiaries and associates, of trading in tiles, bathroom products including sanitaryware & fittings, kitchens and branded tiles display unit of HRJ TBK (after considering effect of Demerger 1 above) is proposed to be demerged.

8. **Turnover of the Demerged Division of and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year**

Not Applicable

9. **Whether Listing would be sought for Resultant Company:**

Demerger 1 – No

Demerger 2 – PJL (Resultant Co.) is already listed on BSE and NSE.