

**PRISM CEMENT LIMITED**

Quarterly Compliance report on Corporate Governance for the quarter ended June 30, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>II. Board of Directors</b>	49 (II)	Yes	
(A) Composition of Board	49 (II A)	Yes	-
(B) Independent Directors	49 (II B)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	-
(D) Other provisions as to Board and Committees	49 (II D)	Yes	-
(E) Code of Conduct	49 (II E)	Yes	-
(F) Whistle Blower Policy	49 (II F)	Yes	-
<b>III. Audit Committee</b>	49 (III)	Yes	-
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	-
(B) Meeting of Audit Committee	49 (III B)	Yes	-
(C) Powers of Audit Committee	49 (III C)	Yes	-
(D) Role of Audit Committee	49 (III D)	Yes	-
(E) Review of Information by Audit Committee	49 (III E)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V. Subsidiary Companies</b>	49 (V)	Yes	-
<b>VI. Risk Management</b>	49 (VI)	Yes	-
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	The Company has not entered any material related party transactions during the quarter ended June 30, 2015.
<b>VIII. Disclosures</b>	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIII A)	Yes	The Company has not entered any material related party transactions during the quarter ended June 30, 2015.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	] Will be ] complied with ] in the Annual ] report of ] 2014-2015.
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issues, preferential issues, etc.	49 (VIII F)	Yes	
<b>IX. CEO / CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

