



PRISM CEMENT LIMITED

"Rahejas", Main Avenue, V.P. Road,
Santacruz (W), Mumbai - 400 054.
Tel.: +91-22-6675 4142 / 43 Fax : 2600 1304
website : www.prismcement.com



Ref. : ASK/UD/848/CG_Annexure - I& III_Q-2 FY 2016-17

Date : October 3, 2016

The National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

The Bombay Stock Exchange,
Corporate Relationship Department,
P. J. Towers, Dalal Street, Fort,
Mumbai – 400 023.

Code : PRISMCEM

Code : 500338

PRISM CEMENT LIMITED
Corporate Governance Report for the quarter ended September 30, 2016
Annexure - I

I. Composition of Board of Directors :

Title (Mr./ Ms.)	Name of the Director	DIN	PAN \$	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term / cessation	Tenure * (Years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Shobhan M. Thakore	00031788		Chairperson - Non Executive - Independent Director	July 31, 2014	5	6	6	2
Mr.	Rajan Raheja	00037480		Non Executive - Non Independent Director	April 1, 1994	--	4	1	--
Mr.	Vijay Aggarwal	00515412		Executive - Non Independent - Managing Director	March 3, 2010	--	3	3	--
Mr.	Vivek K. Agnihotri	02986266		Executive - Non Independent Director - CEO (Cement)	August 17, 2015	--	1	--	--
Mr.	Joydeep Mukherjee	06648469		Executive - Non Independent Director - CEO (HRJ)	March 3, 2016	--	1	--	--
Mr.	Atul R. Desai **	01918187		Executive - Non Independent Director - CEO (RMC)	August 29, 2016	--	1	--	--
Mr.	J. A. Brooks	00142045		Non Executive - Independent Director	July 31, 2014	5	1	1	--
Ms.	Ameeta Parpia	02654277		Non Executive - Independent Director	July 31, 2014	5	3	3	2
Mr.	Rajesh Kapadia @1	00003272		Chairperson - Non Executive - Non Independent Director	July 15, 2016	--	--	--	--
Mr.	V. M. Panicker @2	02975912		Executive - Non Independent Director - CEO (RMC)	August 24, 2016	--	--	--	--

Notes :

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

** Appointed as Additional Director

@1 Resigned on July 15, 2016

@2 Resigned on August 24, 2016

Registered Office : 305, Laxmi Niwas Apartments, Ameerpet, Hyderabad - 500 016

Tel.: 040 - 2340 0218 • Fax : 040 - 2340 2249 • CIN : L26942TG1992PLC014033

II. Composition of Committees :

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
Audit Committee	Ms. Ameeta Parpia	Chairperson - Non Executive - Independent
	Mr. J. A. Brooks	Member - Non Executive - Independent
	Mr. Shobhan M. Thakore	Member - Non Executive - Independent
Nomination & Remuneration Committee	Ms. Ameeta Parpia	Chairperson - Non Executive - Independent
	Mr. Rajan Raheja	Member - Non Executive - Non Independent
	Mr. J. A. Brooks	Member - Non Executive - Independent
Stakeholders Relationship Committee	Ms. Ameeta Parpia	Chairperson - Non Executive - Independent
	Mr. Vijay Aggarwal	Member - Executive - Non Independent

Notes :

(1) \$ Category of directors means executive/non-executive/independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen.

III. Meeting of Board of Directors :

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
17.05.2016	09.08.2016	75 Days
25.05.2016	29.08.2016	

Note : Gap between two meetings shall be calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter

IV. Meeting of Audit Committees :

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
08.08.2016	Yes	24.05.2016	74 Days
09.08.2016	Yes	25.05.2016	

Note :

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



V. Related Party Transactions :

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Notes :

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations :

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 : Yes
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
- 3 The above committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes
- 4 The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : Yes
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here : The report of the previous quarter was placed before the Board of Directors. There were no comments/observations/advice on the report placed before the Board. The report of this quarter will be placed before the Board at its next meeting.

For PRISM CEMENT LIMITED



ANEETA S. KULKARNI
COMPANY SECRETARY



Note :

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Corporate Governance Report for the quarter ended September 30, 2016
Annexure - III

Affirmations :

Sr. No.	Broad Heading	Regulation Number	Compliance Status	Company Remarks
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	--
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	--
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	--
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	--

For PRISM CEMENT LIMITED

A S Kulkarni

ANEETA S. KULKARNI
COMPANY SECRETARY

