



PRISM JOHNSON LIMITED

(FORMERLY PRISM CEMENT LIMITED)

Ref : ASK/UD/848/CG_Annexure - I_Q-3 FY 2018-19

Date : January 4, 2019

The National Stock Exchange of India Ltd., Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.	BSE Limited, Corporate Relationship Department, P. J. Towers, Dalal Street, Fort, Mumbai – 400 023.
Code : PRSMJOHNSN	Code : 500338

PRISM JOHNSON LIMITED
Corporate Governance Report for the quarter ended December 31, 2018
Annexure - I

I. Composition of Board of Directors :

Title (Mr./Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term / cessation	Tenure * (Months)	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	60	5	5	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, 2016	--	3	2	1
Mr.	Vivek K. Agnihotri	02986266	Executive - Non Independent Director & CEO (Cement)	August 17, 2018	--	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	--	--
Ms.	Ameeta Parpia	02654277	Non Executive - Independent Director	July 31, 2014	60	3	3	2
Mr.	Dr. Raveendra Chittoor	02115056	Non Executive - Independent Director	July 3, 2017	60	1	1	--

Whether the Board has been appointed permanent/regular chairperson - Yes

Notes :

- \$ PAN number of any director would not be displayed on the website of Stock Exchange(s).
- & 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.

(Signature)



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CIN: L26942TG1992PLC014033



II. Composition of Committees :

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §	DIN	Date of Appointment	Date of Cessation
Audit Committee	Ms. Ameeta Parpia	Chairperson - Non Executive - Independent	02654277	May 5, 2010	--
	Mr. Shobhan M. Thakore	Member - Non Executive - Independent	00031788	July 29, 2014	--
	Dr. Raveendra Chittoor	Member - Non Executive - Independent	02115056	August 8, 2017	--
Nomination & Remuneration Committee	Ms. Ameeta Parpia	Chairperson - Non Executive - Independent	02654277	May 5, 2010	--
	Mr. Rajan Raheja	Member - Non Executive - Non Independent	00037480	April 25, 2002	--
	Dr. Raveendra Chittoor	Member - Non Executive - Independent	02115056	August 8, 2017	--
Stakeholders Relationship Committee	Ms. Ameeta Parpia	Chairperson - Non Executive - Independent	02654277	May 10, 2014	--
	Mr. Vijay Aggarwal	Member - Executive - Non Independent	00515412	May 10, 2014	--

Whether Audit Committee/Nomination & Remuneration Committee/Stakeholders Relationship Committee has been appointed permanent/regular chairperson - Yes

Note :

§ 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)
05.07.2018	31.10.2018	33 Days
27.07.2018	12.11.2018	
17.08.2018		
27.08.2018		
27.09.2018		

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 *
30.10.2018	Yes	27.07.2018	94 Days
31.10.2018	Yes		

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	NA
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. :
The report of the previous quarter was placed before the Board of Directors. The report of this quarter will be placed before the Board at its next meeting.
- 6 Any comments/observations/advice of Board of Directors may be mentioned here :
There were no comments/observations/advice on the report placed before the Board.

For PRISM JOHNSON 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.