



PRISM JOHNSON LIMITED

(FORMERLY PRISM CEMENT LIMITED)

Date : January 6, 2020

Ref : ASK/UD/848/CG Q-3 FY 2019-20

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, 2019
Annexure - I

I. Composition of Board of Directors:

Whether the Company has Regular Chairperson : Yes
Whether the Chairperson is related to MD or CEO : No

Title (Mr./ Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Date of Birth	Whether Special Resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing Special Resolution	Initial Date of Appointment	Date of Re-appointment	Date of cessation	Tenure* (Months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	Number of Independent Directorship in listed entity including this listed entity (Refer Regulation 17A(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 3, 1947	Yes	July 31, 2019	July 31, 2014	July 31, 2019	--	60	5	5	5	2
Mr.	Rajan Raheja	00037480	Non Executive - Non Independent Director	June 19, 1953	NA	NA	April 1, 1994	August 9, 2017	--	--	3	--	1	--
Mr.	Vijay Aggarwal	00515412	Executive - Non Independent - Managing Director	July 8, 1968	NA	NA	March 3, 2010	March 3, 2019	--	--	2	1	1	1
Mr.	Vivek K. Agnihotri	02986266	Executive - Non Independent Director - CEO (Cement)	March 1, 1960	NA	NA	August 17, 2015	August 17, 2018	--	--	1	--	--	--
Mr.	Sarat Chandak	06406126	Executive - Non Independent Director - CEO (HRJ)	July 21, 1970	NA	NA	March 3, 2019	--	--	--	1	--	--	--
Mr.	Atul R. Desai	01918187	Executive - Non Independent Director - CEO (RMC)	September 28, 1961	NA	NA	August 29, 2016	August 29, 2019	--	--	1	--	--	--
Ms.	Ameeta Parpia	02654277	Non Executive - Independent Director	February 22, 1965	NA	NA	July 31, 2014	July 31, 2019	--	60	4	4	3	3
Mr.	Dr. Raveendra Chittoor	02115056	Non Executive - Independent Director	April 13, 1967	NA	NA	July 3, 2017	July 3, 2017	--	60	1	1	2	--

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



Corporate Office: "Rahejas", Main Avenue, V.P. Road, Santacruz (W), Mumbai - 400 054, India. T: +91-22-66754142/43/44
Registered Office: Prism Johnson Limited, 305, Laxmi Nilwas Apartments, Ameerpet, Hyderabad - 500 016, India.
W: www.prismjohnson.in E: Info@prismjohnson.in

CIN: L26942TG1992PLC014033

II. Composition of Committees :

I Audit Committee :

Whether the Audit Committee has a Regular Chairperson : Yes

DIN	Name of Committee members	Category 1 of Directors	Category 1 of Directors	Date of Appointment	Date of Cessation	Remark
02654277	Ms. Ameeta Parpia	Non Executive - Independent	Chairperson	May 5, 2010	--	--
00031788	Mr. Shobhan M. Thakore	Non Executive - Independent	Member	July 29, 2014	--	--
02115056	Dr. Raveendra Chittoor	Non Executive - Independent	Member	August 8, 2017	--	--

ii Nomination & Remuneration Committee :

Whether the Nomination & Remuneration Committee has a Regular Chairperson : Yes

DIN	Name of Committee members	Category 1 of Directors	Category 1 of Directors	Date of Appointment	Date of Cessation	Remark
02654277	Ms. Ameeta Parpia	Non Executive - Independent	Chairperson	May 5, 2010	--	--
00037480	Mr. Rajan Raheja	Non Executive - Non Independent	Member	April 25, 2002	--	--
02115056	Dr. Raveendra Chittoor	Non Executive - Independent	Member	August 8, 2017	--	--

iii Stakeholders Relationship Committee :

Whether the Stakeholders Relationship Committee has a Regular Chairperson : Yes

DIN	Name of Committee members	Category 1 of Directors	Category 1 of Directors	Date of Appointment	Date of Cessation	Remark
02654277	Ms. Ameeta Parpia	Non Executive - Independent	Chairperson	May 10, 2014	--	--
00515412	Mr. Vijay Aggarwal	Executive - Non Independent	Member	May 10, 2014	--	--
02115056	Dr. Raveendra Chittoor	Non Executive - Independent	Member	April 1, 2019	--	--

iv Risk Management Committee :

Whether the Risk Management Committee has a Regular Chairperson : Yes

DIN	Name of Committee members	Category 1 of Directors	Category 1 of Directors	Date of Appointment	Date of Cessation	Remark
00515412	Mr. Vijay Aggarwal	Executive - Non Independent	Chairperson	October 17, 2014	--	--
02654277	Ms. Ameeta Parpia	Non Executive - Independent	Member	May 14, 2015	--	--
02986266	Mr. Vivek K. Agnihotri	Executive - Non Independent	Member	August 17, 2015	--	--
01918187	Mr. Atul R. Desai	Executive - Non Independent	Member	August 29, 2016	--	--
06406126	Mr. Sarat Chandak	Executive - Non Independent	Member	November 12, 2018	--	--
99999999 *	Mr. Manish Bhatia	Member	Member	August 22, 2017	--	--
99999999 *	Mr. Ameeta S. Kulkarni	Member	Member	May 14, 2015	--	--

* Mr. Manish Bhatia, Chief Financial Officer of the Company and Ms. Ameeta Kulkarni is Company Secretary of the Company, hence dummy DIN mentioned.

iv Corporate Social Responsibility Committee :

Whether the Corporate Social Responsibility Committee has a Regular Chairperson : Yes

DIN	Name of Committee members	Category 1 of Directors	Category 1 of Directors	Date of Appointment	Date of Cessation	Remark
00515412	Mr. Vijay Aggarwal	Executive - Non Independent	Chairperson	April 1, 2014	--	--
02986266	Mr. Vivek K. Agnihotri	Executive - Non Independent	Member	August 17, 2015	--	--
01918187	Mr. Atul R. Desai	Executive - Non Independent	Member	August 29, 2016	--	--
06406126	Mr. Sarat Chandak	Executive - Non Independent	Member	March 3, 2019	--	--
02654277	Ms. Ameeta Parpia	Non Executive - Independent	Member	April 1, 2014	--	--

III. Meeting of Board of Directors :

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	No. of Directors present *	No. of Independent Directors attending the meeting *
05-07-2019		N.A.	Yes	6	2
30-07-2019	24	N.A.	Yes	8	3
11-09-2019	42	N.A.	Yes	6	2
25-09-2019	13	N.A.	Yes	6	1
09-10-2019	13	N.A.	Yes	6	2
23-10-2019	13	N.A.	Yes	7	2
05-11-2019	12	N.A.	Yes	8	3
25-11-2019	19	N.A.	Yes	5	2

* To be filled only for the current quarter meeting.



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IV. Meeting of Audit Committees :

Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present *	No. of Independent Directors attending the meeting *
Audit Committee	29-07-2019			N.A.	Yes	3	3
Audit Committee	30-07-2019	0		N.A.	Yes	3	3
Audit Committee	09-10-2019	70		N.A.	Yes	2	2
Audit Committee	23-10-2019	13		N.A.	Yes	2	2
Audit Committee	04-11-2019	11		N.A.	Yes	3	3
Audit Committee	05-11-2019	0		N.A.	Yes	3	3
Audit Committee	25-11-2019	19		N.A.	Yes	2	2

Note : * to be filled in only for the current quarter meeting

V. Related Party Transactions :

Subject	Compliance status (Yes/No/NA) refer note below	If status is "No" details of non-compliance may be given here.
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

VI. Affirmations :

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
 - Audit committee - Yes
 - Nomination & remuneration committee - Yes
 - Stakeholders relationship committee - Yes
 - Risk management committee (Applicable to the top 500 listed entities) - Yes
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 : Yes
- 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
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors : Yes

For PRISM JOHNSON LIMITED

A S Kulkarni
ANEETA S. KULKARNI
COMPANY SECRETARY



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