



# 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 & II\_Q-4 FY 2016-17

Date : April 4, 2017

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 March 31, 2017**  
**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 * (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

**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.

**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

**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)
30.11.2016 13.12.2016	14.02.2017	62 Days

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 *
13.02.2017	Yes	12.12.2016	61 Days
14.02.2017	Yes	13.12.2016	

**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	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. 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.



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## PRISM CEMENT LIMITED

### Corporate Governance Report at the end of Financial Year March 31, 2017 (2016-17)

#### Annexure - II

I. Disclosure on website in terms of Listing Regulations :		
Item		Compliance Status (Yes/No/NA)
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism / Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
Email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II. Annual Affirmations :		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes

Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management persone	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note :**

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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations :**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. : Yes

For PRISM CEMENT LIMITED

*A S Kulkarni*

ANEETA S. KULKARNI  
COMPANY SECRETARY



Place : Mumbai  
Date : April 4, 2017