



Ref. : CG Q-3 FY 2022-23

Date : April 20, 2023

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 March 31, 2023

Annexure - I

I. Composition of Board of Directors :

Whether the Company has Regular Chairperson : Yes
Whether the Chairperson is related to Promoter : No

Name of the Director	DIN	Category (Chairperson/ Executive/Non-Executive/Independent/ Nominee)	Date of Birth	Whether the Director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether Special Resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing Special Resolution	Initial Date of Appointment	Date of Reappointment	Date of cessation	Tenure of Director (in months)	No. of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Directorship in listed entities 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 Madhukant Thakore	00031788	Chairperson - Non Executive - Independent Director	July 3, 1947	No	--	--	--	Active	Yes	July 31, 2019	July 31, 2014	July 31, 2019	--	104	3	3	5	1
Mr. Rajan Beharilal Raheja	00037480	Non-Executive - Non Independent Director	June 19, 1953	No	--	--	--	Active	NA	NA	April 1, 1994	August 9, 2017	--	--	3	--	1	--
Mr. Akshay Rajan Raheja	00288397	Non-Executive - Non Independent Director	May 25, 1982	No	--	--	--	Active	NA	NA	March 5, 2022	March 5, 2022	--	--	3	--	1	--
Mr. Vijay Aggarwal	00515412	Executive - Non Independent - Managing Director	July 8, 1968	No	--	--	--	Active	NA	NA	March 3, 2010	March 3, 2022	--	--	2	1	3	1
Mr. Vivek Krishan Agnihotri	02986266	Executive - Non Independent Director - CEO (Cement)	March 1, 1960	No	--	--	--	Active	NA	NA	August 17, 2015	August 17, 2021	--	--	1	--	--	--
Mr. Sarat Kumar Chandak	06406126	Executive - Non Independent Director - CEO (HRJ)	July 21, 1970	No	--	--	--	Active	NA	NA	March 3, 2019	March 3, 2022	--	--	1	--	--	--
Ms. Ameeta Aziz Parpia	02654277	Non-Executive - Independent Director	Feb. 22, 1965	No	--	--	--	Active	NA	NA	July 31, 2014	July 31, 2019	--	104	4	4	10	4
Mr. Raveendra Subramanyam Chittoor	02115056	Non-Executive - Independent Director	April 13, 1967	No	--	--	--	Active	NA	NA	July 3, 2017	July 3, 2022	--	68.28	1	1	2	--

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 2 of Directors	Date of Appointment	Date of Cessation	Remarks
02654277	Ms. Ameeta Aziz Parpia	Non-Executive - Independent	Chairperson	May 5, 2010	--	--
00031788	Mr. Shobhan Madhukant Thakore	Non-Executive - Independent	Member	July 29, 2014	--	--
02115056	Mr. Raveendra Subramanyam Chittoor	Non-Executive - Independent	Member	August 8, 2017	--	--



Complete Concrete Solutions

Corporate Office: "Rahejas", Main Avenue, V.P. Road, Santacruz (W), Mumbai- 400 054. India. T: +91-22-61042200 / 66754142 / 43 / 44
Registered Office: Prism Johnson Limited. 305. Laxmi Niwas Apartments, Ameerpet. Hyderabad - 500 016. India.
(W): www.prismjohnson.in, (E): info@prismjohnson.in

CIN: L26942TG1992PLC014033

ii Nomination & Remuneration Committee :

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

DIN	Name of Committee members	Category 1 of Directors	Category 2 of Directors	Date of Appointment	Date of Cessation	Remarks
02654277	Ms. Ameeta Aziz Parpia	Non-Executive - Independent	Chairperson	May 5, 2010	--	--
00037480	Mr. Rajan Beharilal Raheja	Non-Executive - Non Independent	Member	April 25, 2002	--	--
02115056	Mr. Raveendra Subramanyam 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 2 of Directors	Date of Appointment	Date of Cessation	Remarks
02654277	Ms. Ameeta Aziz Parpia	Non-Executive - Independent	Chairperson	May 10, 2014	--	--
00515412	Mr. Vijay Aggarwal	Executive Director	Member	May 10, 2014	--	--
02115056	Mr. Raveendra Subramanyam 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 2 of Directors	Date of Appointment	Date of Cessation	Remarks
00515412	Mr. Vijay Aggarwal	Executive Director	Chairperson	October 17, 2014	--	--
02654277	Ms. Ameeta Aziz Parpia	Non-Executive - Independent	Member	May 14, 2015	--	--
02986266	Mr. Vivek Krishan Agnihotri	Executive Director	Member	August 17, 2015	--	--
06406126	Mr. Sarat Kumar Chandak	Executive Director	Member	November 12, 2018	--	--
99999999 *	Mr. Anil S. Kulkarni	Chief Executive Officer - RMC	Member	August 29, 2022	--	--
99999999 \$	Mr. Manish Bhatia	CFO	Member	August 22, 2017	--	--
99999999 #	Mr. Aneeta S. Kulkarni @	Company Secretary	Member	May 14, 2015	31-03-2023	--

* Mr. Anil Kulkarni - Chief Executive Officer (RMC), of the Company hence dummy DIN mentioned. \$ Mr. Manish Bhatia - Chief Financial Officer, of the Company hence dummy DIN mentioned. # Ms. Aneeta Kulkarni - Company Secretary, of the Company hence dummy DIN mentioned.

@ Mrs. Aneeta S. Kulkarni (Membership No. 7471) demitted office as Company Secretary & Compliance Officer of the Company and the Key Managerial Personnel, effective from close of business hours on March 31, 2023. Mr. Shailesh Dholakia (Membership No. 14316), appointed as the Company Secretary & Compliance Officer of the Company and the Key Managerial Personnel with effect from April 1, 2023.

v 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 2 of Directors	Date of Appointment	Date of Cessation	Remarks
00515412	Mr. Vijay Aggarwal	Executive Director	Chairperson	April 1, 2014	--	--
02986266	Mr. Vivek Krishan Agnihotri	Executive Director	Member	August 17, 2015	--	--
06406126	Mr. Sarat Kumar Chandak	Executive Director	Member	March 3, 2019	--	--
02654277	Ms. Ameeta Aziz 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)	Total Number of Directors as on date of the meeting	No. of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
10-11-2022		N.A.	Yes	8	8	3
01-02-2023	82	N.A.	Yes	8	8	3



IV. Meeting of 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)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent Director)	No. of Independent Directors attending the meeting	No. of members attending the meeting (other than Board of Directors)
Audit Committee	09-11-2022			N.A.	Yes	3	3	3	0
Audit Committee	10-11-2022			N.A.	Yes	3	3	3	0
Audit Committee	31-01-2023	81		N.A.	Yes	3	3	3	0
Audit Committee	01-02-2023	0		N.A.	Yes	3	3	3	0
Risk Management Committee	09-11-2022			N.A.	Yes	4	4	1	3
Risk Management Committee	31-01-2023	82		N.A.	Yes	4	4	1	3
Corporate Social Responsibility Committee	31-01-2023			N.A.	Yes	4	4	1	0

V. Related Party Transactions :

Subject	Compliance status (Yes/No/NA)	If status is "No" details of noncompliance 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 :

Sr. No.	Subject	Compliance Status (Yes/No.)
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. a. Audit committee	Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (Applicable to the top 1,000 listed entities)	Yes
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

For PRISM JOHNSON LIMITED

SHAILESH DHOLAKIA
COMPANY SECRETARY & COMPLIANCE OFFICER



Complete Concrete Solutions

Corporate Office: "Rahejas", Main Avenue, V.P. Road, Santacruz (W), Mumbai- 400 054. India. T: +91-22-61042200 / 66754142 / 43 / 44
Registered Office: Prism Johnson Limited. 305. Laxmi Niwas Apartments, Ameerpet. Hyderabad - 500 016. India.
(W): www.prismjohnson.in, (E): info@prismjohnson.in

CIN: L26942TG1992PLC014033



PRISM JOHNSON LIMITED

Annexure - II

Corporate Governance Report at the end of Financial Year March 31, 2023 (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations :

Sr. no.	Item	Compliance Status (Yes/No/NA)	Web address
1	Details of business	Yes	https://www.prismjohnson.in/about/
2	Terms and conditions of appointment of independent directors	Yes	https://www.prismjohnson.in/wp-content/uploads/2023/01/Appointment-Letter-of-Independent-Director.pdf
3	Composition of various committees of board of directors	Yes	https://www.prismjohnson.in/board-committees/
4	Code of conduct of board of directors and senior management personnel	Yes	https://www.prismjohnson.in/code-of-conduct/
5	Details of establishment of vigil mechanism/Whistle Blower policy	Yes	https://www.prismjohnson.in/wp-content/uploads/2023/01/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes	https://www.prismjohnson.in/wp-content/uploads/2023/02/PJL-Remuneration-Policy-2023.pdf
7	Policy on dealing with related party transactions	Yes	https://www.prismjohnson.in/wp-content/uploads/2023/01/Policy-on-Related-Party-Transactions.pdf
8	Policy for determining 'material' subsidiaries	Yes	https://www.prismjohnson.in/wp-content/uploads/2023/01/Policy-on-Material-Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.prismjohnson.in/familiarisation-programme-for-independent-directors/
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.prismjohnson.in/investor-grievances/
11	Email address for grievance redressal and other relevant details	Yes	https://www.prismjohnson.in/investor-grievances/
12	Financial results	Yes	https://www.prismjohnson.in/intimation-to-stock-exchanges/
13	Shareholding pattern	Yes	https://www.prismjohnson.in/shareholding-pattern/
14	Details of agreements entered into with the media companies and/or their associates	NA	NA
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investor simultaneously with submission to stock exchange	Yes	https://www.prismjohnson.in/intimation-to-stock-exchanges/
16	New name and the old name of the listed entity	NA	NA
17	Advertisements as per regulation 47(1)	Yes	https://www.prismjohnson.in/notices/



Complete Concrete Solutions

Corporate Office: "Rahejas", Main Avenue, V.P. Road, Santacruz (W), Mumbai- 400 054. India. T: +91-22-61042200 / 66754142 / 43 / 44
Registered Office: Prism Johnson Limited. 305. Laxmi Niwas Apartments, Ameerpet. Hyderabad - 500 016. India.
(W): www.prismjohnson.in, (E): info@prismjohnson.in

CIN: L26942TG1992PLC014033



18	Credit rating or revision in credit rating obtained	Yes	https://www.prismjohnson.in/credit-ratings/
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	https://www.prismjohnson.in/subsidiary-annual-accounts/
20	Whether Company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.prismjohnson.in/
21	Materiality Policy as per Regulation 30	Yes	https://www.prismjohnson.in/wp-content/uploads/2023/01/Policy-for-Determining-of-Materiality-for-Disclosures.pdf
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	https://www.prismjohnson.in/wp-content/uploads/2023/01/Dividend-Distribution-Policy.pdf
23	It is certified that these contents on the website of the listed entity are correct	Yes	https://www.prismjohnson.in/

II. Annual Affirmations :

Sr. no.	Particulars	Regulation Number	Compliance Status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board Meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	Yes
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of Directorships	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of Nomination and Remuneration Committee meeting	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1) & 20(2) & 20(2A)	Yes
21	Meeting of Stakeholder Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
23	Meeting of risk management committee	21(3A)	Yes



24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	N.A.
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Director	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Any other information to be provided - Add Notes			

III. Affirmations

Sr. no.	Particulars	Compliance Status
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		

For PRISM JOHNSON LIMITED

SHAILESH DHOLAKIA
COMPANY SECRETARY

Place : Mumbai
Date : April 20, 2023



Corporate Office: "Rahejas", Main Avenue, V.P. Road, Santacruz (W), Mumbai- 400 054. India. T: +91-22-61042200 / 66754142 / 43 / 44
Registered Office: Prism Johnson Limited. 305. Laxmi Niwas Apartments, Ameerpet. Hyderabad - 500 016. India.
(W): www.prismjohnson.in, (E): info@prismjohnson.in

CIN: L26942TG1992PLC014033



PRISM JOHNSON LIMITED

Additional Half Yearly Disclosures

Additional Half yearly Disclosure				
Applicability of disclosure	Not Applicable			
Reason for Non Applicability	The Company has not given 1. any loan or any other form of debt advanced by the listed entity directly or indirectly to, 2. any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by, 3. any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by a) Promoter or any other entity controlled by them b) Promoter Group or any other entity controlled by them c) Directors (including relatives) or any other entity controlled by them d) KMPs or any other entity controlled by them			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc. refer note below				
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to				
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months		
Promoter or any other entity controlled by them	0.00	0.00		
Promoter Group or any other entity controlled by them	0.00	0.00		
Directors (including relatives) or any other entity controlled by them	0.00	0.00		
KMPs or any other entity controlled by them	0.00	0.00		
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by				
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)	
Promoter or any other entity controlled by them		0.00	0.00	
Promoter Group or any other entity controlled by them		0.00	0.00	
Directors (including relatives) or any other entity controlled by them		0.00	0.00	
KMPs or any other entity controlled by them		0.00	0.00	
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by				
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them		0.00	0.00	
Promoter Group or any other entity controlled by them		0.00	0.00	
Directors (including relatives) or any other entity controlled by them		0.00	0.00	
KMPs or any other entity controlled by them		0.00	0.00	
(D) Additional Information				
II. Affirmations				
Affirmations			Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.				
Name				
Designation				
Place				
Date				

