

Ref. : CG Q-2 FY 2023-24

Date : October 18, 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 September 30, 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 [with reference to proviso regulation 17A(1)]	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	--	110	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 3, 2023	--	--	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	--	--	--
Mr. Anil Suresh Kulkarni	10186252	Executive - Non Independent Director - CEO (RMC)	April 16, 1971	No	--	--	--	Active	NA	NA	July 1, 2023	July 1, 2023	--	--	1	--	--	--
Ms. Ameeta Aziz Parpia	02654277	Non-Executive - Independent Director	Feb. 22, 1965	No	--	--	--	Active	NA	NA	July 31, 2014	July 31, 2019	--	110	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	--	74.27	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	--	--

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	--	--
10186252	Mr. Anil S. Kulkarni @	Executive Director	Member	July 1, 2023	--	--
99999999 \$	Mr. Manish Bhatia	CFO	Member	August 22, 2017	--	--
99999999 #	Mr. Shailesh Dholakia #	Company Secretary	Member	April 1, 2023	--	--

\$ Mr. Manish Bhatia - Chief Financial Officer of the Company hence dummy DIN mentioned. # Mr. Shailesh Dholakia - Company Secretary of the Company hence dummy DIN mentioned.

@ Mr. Anil Kulkarni was a member of the Committee till June 30, 2023 as CEO (RMC). Mr. Anil Kulkarni has been appointed as Executive Director & CEO (RMC) w.e.f. July 1, 2023, accordingly the constitution of the Risk Management Committee was changed and Mr. Anil Kulkarni continue to be a member of the Committee in the capacity as a member of the Board.

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
10-05-2023		N.A.	Yes	8	8	3
19-06-2023	39	N.A.	Yes	8	7	3
08-07-2023	18	N.A.	Yes	9	7	2
02-08-2023	24	N.A.	Yes	9	9	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 in the Committee as on date of the meeting	Number of Directors present (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	09-05-2023			N.A.	Yes	3	3	3	0
Audit Committee	10-05-2023	0		N.A.	Yes	3	3	3	0
Audit Committee	01-08-2023	82		N.A.	Yes	3	3	3	0
Audit Committee	02-08-2023	0		N.A.	Yes	3	3	3	0
Risk Management Committee	09-05-2023			N.A.	Yes	4	4	1	3
Risk Management Committee @	01-08-2023	83		N.A.	Yes	5	5	1	2
Corporate Social Responsibility Committee	09-05-2023			N.A.	Yes	4	4	1	0
Nomination and remuneration committee	10-05-2023			N.A.	Yes	3	3	2	0
Nomination and remuneration committee	19-06-2023	39		N.A.	Yes	3	3	2	0

@ Mr. Anil Kulkarni was a member of the Committee till June 30, 2023 as CEO (RMC). Mr. Anil Kulkarni has been appointed as Executive Director & CEO (RMC) w.e.f July 1, 2023, accordingly the constitution of the Risk Management Committee changed and Mr. Anil Kulkarni is a member of the Committee in the capacity as member of the Board.

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. Cyber security incidence :

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	--	Brief details of the event	--

VII. 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



Annexure - III				
Affirmations :				
Sr. No.	Particulars	Regulation Number	Compliance Status (Yes/No./NA)	If status is "No" details of non-compliance may be given here
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 & Remuneration Committee at the annual general meeting	19(3)	Yes	--
4	Presence of Chairperson of the Stakeholders Relationship Committee at the annual general meeting	20(3)	Yes	--
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	--
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	--
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	--

Notes :

- (I) Disclosure mentioned in point No. 1, 5 & 7 are made in the Annual Report for the financial year 2022-23. The Company shall make disclosure mentioned at Sr. No. 1, 5 and 7 in the Annual Report for financial year 2023-24.
- (II) Annual Secretarial Compliance Report as per Regulation 24A mentioned in point No. 6 is filed with the Stock Exchanges for the year 2022-23.

For PRISM JOHNSON LIMITED


SHAILESH DHOLAKIA
Company Secretary & Compliance Officer



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CIN: L26942TG1992PLC014033



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	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00	0.00
KMPs or any other entity controlled by them	0.00	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	0.00
Promoter Group or any other entity controlled by them	0.00	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0.00	0.00	0.00
KMPs or any other entity controlled by them	0.00	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			

For PRISM JOHNSON LIMITED

SHAILESH DHOLAKIA
 Company Secretary & Compliance Officer



Complete Concrete Solutions

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