

Ref. : CG Q-3 FY 2023-24

Date : January 15, 2024

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, 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	PAN	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	AAAPT1967B	00031788	Chairperson - Non Executive - Independent Director	July 3, 1947	No	--	--	--	Active	Yes	July 31, 2019	July 31, 2014	July 31, 2019	--	113	3	3	5	1
Mr. Rajan Beharilal Raheja	AANPR0573J	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	ADNPR1084R	00288397	Non-Executive - Non Independent Director	May 25, 1982	No	--	--	--	Active	NA	NA	March 5, 2022	March 5, 2022	--	--	3	--	1	--
Mr. Vijay Aggarwal	AAHPA0156A	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	AARPA3088K	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	AAPPC7397B	06406126	Executive - Non Independent Director - CEO (HR)	July 21, 1970	No	--	--	--	Active	NA	NA	March 3, 2019	March 3, 2022	--	--	1	--	--	--
Mr. Anil Suresh Kulkarni	AELPK8410R	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	AIFPP5375E	02654277	Non-Executive - Independent Director	Feb. 22, 1965	No	--	--	--	Active	NA	NA	July 31, 2014	July 31, 2019	--	113	4	4	10	4
Mr. Ravendra Subramanyam Chittoor	AATPC9511F	02115056	Non-Executive - Independent Director	April 13, 1967	No	--	--	--	Active	NA	NA	July 3, 2017	July 3, 2022	--	77.27	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. Ravendra 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. Arun Kumar Agarwal \$	CFO	Member	November 26, 2023	--	--
99999999 \$	Mr. Manish Bhatia \$	CFO	Member	August 22, 2017	November 25, 2023	--
99999999 #	Mr. Shailesh Dholakia #	Company Secretary	Member	April 1, 2023	--	--

\$ Mr. Manish Bhatia was a member of the Risk Management Committee till November 25, 2023. Mr. Arun Kumar Agarwal has been appointed as Chief Financial Officer of the Company and member of Risk Management Committee w.e.f. November 26, 2023. Accordingly the constitution of the Risk Management Committee was changed. Mr. Arun Kumar Agarwal Chief Financial Officer of the Company hence dummy DIN mentioned. # Mr. Shailesh Dholakia - Company Secretary of the Company hence dummy DIN mentioned.

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	--	--
10186252	Mr. Anil S. Kulkarni	Executive Director	Member	July 1, 2023	--	--
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
08-07-2023		N.A.	Yes	9	7	2
02-08-2023	24	N.A.	Yes	9	9	3
03-11-2023	92	N.A.	Yes	9	9	3
25-11-2023	21	N.A.	Yes	9	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 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	01-08-2023			N.A.	Yes	3	3	3	0
Audit Committee	02-08-2023	0		N.A.	Yes	3	3	3	0
Audit Committee	02-11-2023	91		N.A.	Yes	3	2	2	0
Audit Committee	03-11-2023	0		N.A.	Yes	3	3	3	0
Audit Committee	25-11-2023	21		N.A.	Yes	3	3	3	0
Risk Management Committee	01-08-2023			N.A.	Yes	5	5	1	2
Risk Management Committee	02-11-2023	92		N.A.	Yes	5	5	1	2
Nomination & Remuneration Committee	25-11-2023			N.A.	Yes	3	3	2	0
Stakeholders Relationship Committee	02-11-2023			N.A.	Yes	3	3	2	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. 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

For PRISM JOHNSON LIMITED

SHAILESH DHOLAKIA
Company Secretary & Compliance Officer



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