



PRISM CEMENT LIMITED

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Santacruz (W), Mumbai - 400 054.
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Ref : ASK/UD/848/CG_Annexure - I_2015-16

Date : January 12, 2016

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.

Fax No. 26598237 / 38
Code : PRISMCEM

Fax No. 22722037 / 39 / 41
Code : 500338

PRISM CEMENT LIMITED
Corporate Governance Report for the quarter ended December 31, 2015

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.	Rajesh Kapadia	00003272	Chairperson - Non Executive - Non Independent Director	August 6, 1992	--	4	3	2
Mr.	Rajan Raheja	00037480	Non Executive - Non Independent Director	April 1, 1994	--	5	2	--
Mr.	Vijay Aggarwal	00515412	Executive - Non Independent - Managing Director	March 3, 2010	--	3	3	--
Mr.	Ganesh Kaskar	00035637	Executive - Non Independent Director - CEO (HRJ)	March 3, 2010	--	1	--	--
Mr.	V. M. Panicker	02975912	Executive - Non Independent Director - CEO (RMC)	August 25, 2013	--	1	--	--
Mr.	Vivek K. Agnihotri	02986266	Executive - Non Independent Director - CEO (Cement)	August 17, 2015	--	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
Mr.	Shobhan M. Thakore	00031788	Non Executive - Independent Director	July 31, 2014	5	6	3	2

Notes :

& 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. Rajesh Kapadia	Member - Non Executive - Non 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. Rajesh Kapadia	Member - Non Executive - Non Independent
	Mr. J. A. Brooks	Member - Non Executive - Independent
Stakeholders Relationship Committee	Ms. Ameeta Parpia	Chairperson - Non Executive - Independent
	Mr. Rajesh Kapadia	Member - Non Executive - Non Independent
	Mr. Vijay Aggarwal	Member - Non Executive - Non Independent

Notes :

§ 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)
05.08.2015	03.11.2015	56 Days
17.08.2015	16.12.2015	
08.09.2015		

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 *
30.10.2015	Yes	05.08.2015	86 Days
03.11.2015	Yes		

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 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 : There were no comments/observations/advice on the report placed before the Board of Directors.

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.