



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 2015-16

Date : April 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	Fax No. 22722037 / 39 / 41
Code : PRISMCEM	Code : 500338

PRISM CEMENT LIMITED
Corporate Governance Report for the quarter ended March 31, 2016
Annexure - I

I. Composition of Board of Directors :

Title (Mr./Ms)	Name of the Director	DIN	PAN \$	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	--	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.	V. M. Panicker	02975912		Executive - Non Independent Director - CEO (RMC)	August 25, 2013	--	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
Mr.	Ganesh Kaskar **	00035637		Executive - Non Independent Director - CEO (HRJ)	March 2, 2016	--	--	--	--

Notes :

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& 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.

** Resigned w.e.f. close of business hours on March 2, 2016.



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

Notes :

- (1) § 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.
 (2) Mr. Rajesh Kapadia resigned as Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee w.e.f. January 7, 2016.

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)
03.11.2015 16.12.2015	11.02.2016	56 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 *
09.02.2016	Yes	30.10.2015	97 Days
11.02.2016	Yes	03.11.2015	

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 : 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, 2016 (2015-16)****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.

For PRISM CEMENT LIMITED

ANEETA S. KULKARNI
COMPANY SECRETARY

Place : Mumbai

Date : April 12, 2016