



PRISM CEMENT LIMITED

Continuation Sheet

Quarterly Compliance report on Corporate Governance for the quarter ended December 31, 2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49 (II A)	Yes	-
(B) Independent Directors	49 (II B)	Yes	-
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	-
(D) Other provisions as to Board and Committees	49 (II D)	Yes	-
(E) Code of Conduct	49 (II E)	Yes	-
(F) Whistle Blower Policy	49 (II F)	Yes	-
III. Audit Committee	49 (III)	Yes	-
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	-
(B) Meeting of Audit Committee	49 (III B)	Yes	-
(C) Powers of Audit Committee	49 (III C)	Yes	-
(D) Role of Audit Committee	49 (III D)	Yes	-
(E) Review of Information by Audit Committee	49 (III E)	Yes	-
IV. Nomination and Remuneration Committee	49 (IV)	Yes	-
V. Subsidiary Companies	49 (V)	Yes	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	The Company has not entered any material related party transactions during the quarter ended December 31, 2014.
VIII. Disclosures	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIII A)	Yes	The Company has not entered any material related party transactions during the quarter ended December 31, 2014.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes] Complied with in the Annual report of 2013-2014.
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issues, preferential issues, etc.	49 (VIII F)	Yes	
IX. CEO / CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For PRISM CEMENT LIMITED

A. S. Kulkarni
ANEETA S. KULKARNI
 Company Secretary
 Membership No. 7471