



# PRISM CEMENT LIMITED

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Ref. : ASK/UD/848/CG\_Annexure - I\_Q-3 FY 2016-17

Date : January 3, 2017

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.

Code : PRISMCEM

Code : 500338

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

**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.             | Shobhan M. Thakore   | 00031788 | Chairperson - Non Executive - Independent Director                       | July 31, 2014                                       | 5                | 6                                                                                                                  | 6                                                                                                                                      | 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.             | Atul R. Desai        | 01918187 | Executive - Non Independent Director - CEO (RMC)                         | August 29, 2016                                     | --               | 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                                                                                                                                                               |

**Notes :**

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

& 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. 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                                 |

### Note :

§ 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) |
|-----------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------|
| 09.08.2016                                          | 30.11.2016                                          | 92 Days                                                     |
| 29.08.2016                                          | 13.12.2016                                          |                                                             |

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 * |
|-------------------------------------------------------------|---------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|
| 12.12.2016                                                  | Yes                                         | 08.08.2016                                                  | 124 Days                                                             |
| 13.12.2016                                                  | Yes                                         | 09.08.2016                                                  |                                                                      |

### 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)<br>refer note below |
|--------------------------------------------------------------------------------------------------------|---------------------------------------------------|
| Whether prior approval of audit committee obtained                                                     | Yes                                               |
| Whether shareholder approval obtained for material RPT                                                 | Not Applicable                                    |
| 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 above 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.