

Quarterly Compliance Report on Corporate Governance under Regulation 27 (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

ANNEXURE I

Name of Listed Entity: Prakash Consrtowell Limi

Quarter ending: 31st March, 2016

BSE Scrip Code: 533605

NSE Srip Code: PRAKASHCON

I. Composition of Board of Directors

Name of the Directors	PAN & DIN	Category (Chairman/ Managing Director/WTD/Independent Director/Director)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Prakash P. Laddha	DIN: 00126825 PAN: AAHPL3023D	Chairman & Executive Director	4/1/1996	N.A.	1	2	1
Trichur G. Krishnan	DIN: 00126759 PAN: AEAPK1429B	Managing Director	1/9/2005		1	N.A.	N.A.
Suresh G. Sarda	DIN: 00126625 PAN: AAQHS9123J	Executive Director	4/1/1996 - 04/03/2016		NIL		
Prashant P. Gadkari	DIN: 06565104 PAN: AKQPG5006N	Independent Director	24/04/2013	2 years 9 months	1	N.A.	1
Ramniwas H. Rathi	DIN: 06882263 PAN: AAUPR4451L	Independent Director	28/05/2014	1 year 8 months	1	1	2
Jyoti R. Rathi	DIN: 07096231 PAN: AIQPR5065E	Independent Director	13/02/2015	11 months	1	N.A.	N.A.
Prafulla Bhat	DIN: 06604513 PAN: AMEPB0155F	Director in Casual Vaccancy	4/3/2016	26 days			
Vishal Ahuja	DIN: 07427944 PAN: ATKPA0926E	Additional Director	4/3/2016	26 days			

II. Composition of Committees

Name of Committee	Name of Committee members	Category
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Audit Committee	Ramniwas H. Rathi	Chairperson & independent Director
	Prakash P. Laddha	Executive Director & Member
	Prashant P. Gadkari	Member and Independent Director
Nomination & Remuneration Committee	Prashant P. Gadkari	Chairperson & independent Director
	Ramniwas H. Rathi	Member and Independent Director
	Jyoti R. Rathi	Member and Independent Director
Stakeholder Relationship Committee	Prafulla Bhat	Chairperson and Director in casual vacancy
	Ramniwas H. Rathi	Member and Independent Director

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)
09.11.2015	12.02.2016	94
	04.03.2016	21

IV. Meeting of 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*
1. AUDIT COMMITTEE MEETING	Yes	12.02.2016 09.11.2015	88 days
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)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

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 a. Audit Committee YES b. Nomination & remuneration committee YES c. Stakeholders relationship committee YES d. Risk management committee (applicable to the top 100 listed entities) YES
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 - NIL comments

**Certified True Copy
For Prakash Constrowell Limited**

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**Madhura Ubale
Company Secretary & Compliance Officer**

**Date :12.04.2016
Place: Nashik**

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ANNEXURE II

Name of Listed Entity: Prakash Consrtdowell

Quarter ending: 31st March, 2016

BSE Scrip Code: 533605

NSE Scrip Code: PRAKASHCON

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)	Yes
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)	NA
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 personnel	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

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 Prakash Constrowell Limited

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Madhura Ubale
Company Secretary & Compliance Officer

Date: 12.04.2016

Place: Nashik