

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 Limited
 Quarter ending: 31st March, 2017
 BSE Scrip Code: 533605

NSE Srip Code: PRAKASHCON

I. Composition of Board of Directors

Titl e (Mr ,/M s.)	Name of the Directors	PAN & DIN	Category (Chairman/ Managing Director/WTD/In dependent 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
Mr	Prakash P. Laddha	DIN: 00126825 PAN: AAHPL3023D	Chairman & Executive Director	01-04-96	N.A.	1	1	0
Mr	Trichur G. Krishnan	DIN: 00126759 PAN: AEAPK1429B	Managing Director	09-01-05	N.A.	1	0	0
Mr	Prashant P. Gadkari	DIN: 06565104 PAN: AKQPG5006N	Independent Director	24-04-13	47 months	1	2	1
Mr	Prafulla Bhat	DIN: 06604513 PAN: AMEPB0155F	Non- Executive Director	13-08-16	N.A.	1	1	0
Mr	Vishal Ahuja	DIN: 07427944 PAN: ATKPA0926E	Independent Director	03-04-16	12 months	1	2	2
Ms	Jyoti R. Rathi	DIN: 07096231 PAN: AIQPR5065E	Independent Director	13-02-15	25 months	1	0	0
Mr	Ravindra M. Savant	DIN: 00569661 PAN: AAIPS0421M	Independent Director	23-03-17	7 months	1	0	0
Mr	Pradeep K. Khandagale	DIN: 01124220 PAN: AMHPK6986E	Non-Executive Director	13-08-16	7 months	1	0	0

II. Composition of Committees

Name of Committee	Name of Committee members	Category
Audit Committee	Vishal M. Ahuja	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
	Vishal M. Ahuja	Member and Independent Director
	Jyoti R. Rathi	Member and Independent Director
Stakeholder Relationship Committee	Vishal M. Ahuja	Chairperson and Independent Director
	Prafulla S. Bhat	Member and Non-Executive 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)
10.11.2016		48 days
29.12.2016	14.02.2017	47 days

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	Maximum gap between any two consecutive meetings in number of days*
AUDIT COMMITTEE MEETING 14.02.2017	Yes	10.11.2016 29.12.2016	48 days 47 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
VII. Affirmations to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report
6. Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report displayed on website. YES
7. Presence of Chairperson of Audit Committee at the Annual General Meeting. YES
8. Presence of Chairperson of the nomination and remuneration committee at the annual general meeting. YES
9. Whether "Corporate Governance Report" disclosed in Annual Report. YES

**Certified True Copy
For Prakash Constrowell Limited**

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**Madhura Ubale
Company Secretary & Compliance Officer**

**Date :13.04.2017
Place: Nashik**

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ANNEXURE II

Name of Listed Entity: Prakash Consrtowell

Quarter ending: 31st March, 2017

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

*Though Mr. Ravindra Sawant (Independent Director) has resigned wef 23/03/2017, the composition of board of director is not in accordance with Reg 17(1)(b) of SEBI (LODR), 2015. However, the company is looking for a suitable candidate to fill such casual vacancy and intends to appoint an independent director within the time frame as prescribed under Reg 25(6) of SEBI (LODR),

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)	Yes
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: 13.04.2017

Place: Nashik