



Prakash Industries Limited

Near I.O.C.L. Depot, Najafgarh - Bijwasan Road,
Bijwasan, New Delhi-110061. CIN : L27109HR1980PLC010724
Tel. : 25305800, 28062115, Fax : 91-11-28062119
E-mail : pilho@prakash.com, Website : www.prakash.com

PIL/SE/CG/Q-4/2016-17

12th April, 2017

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai - 400051

Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Company Symbol : PRAKASH

Company Code : 506022

**Sub : Quarterly Compliance Report on Corporate Governance under
Regulation 27(2) of SEBI (LODR) Regulations 2015**

Dear Sir,

In terms of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Quarterly Compliance Report on Corporate Governance in the prescribed format given by Stock Exchange for the quarter ended 31st March, 2017.

This is for your information and necessary records please.

Thanking you,

Yours faithfully,
For **Prakash Industries Limited**

Ashwini Kumar

(Ashwini Kumar)
Company Secretary & Compliance Officer

Encls : as above



REPORT ON CORPORATE GOVERNANCE

1. Name of listed entity : **Prakash Industries Limited**
 2. Quarter ending : **31st March, 2017**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of Director	PAN NO. \$	DIN	Category (Chairperson/ Executive Non-Executive/ Independent Nominee &)	Date of appointment in the current term/ cessation	Tenure *	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of listing Regulation)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of listing Regulation)	No. of post of Chairmanship in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of listing Regulation)
Mr.	Ved Prakash Agarwal	AAJPA5292M	00048907	Chairperson / Executive	N.A.		1	1	Nil
Mr.	Vikram Agarwal	ABUPA7995F	00054125	Executive	N.A.		1	2	Nil
Mr.	Kanha Agarwal	AOTPA3926N	06885529	Executive	06.02.2016		1	Nil	Nil
Mr.	Mangi Lal Pareek	AAAPP2185K	01795975	Executive	N.A.		1	Nil	Nil
Mr.	P L Gupta	ACHPG7721P	00048868	Executive	N.A.		1	Nil	Nil
Mr.	Satram Lokumal Keswani	AAIPK4340D	00190790	Non-Executive / Independent	N.A.	30.10.1980 to 31.03.2019	1	6	Nil
Mr.	Kailash Chandra Mehra	AAVPM8148C	00128733	Non-Executive / Independent	N.A.	28.03.1985 to 31.03.2019	3	3	4
Mr.	Yoginder Nath Chugh	ABLPC5671R	02225961	Non-Executive / Independent	N.A.	14.11.2013 to 31.03.2019	1	1	2
Mr.	Mamraj Agarwal	AAFPA1004P	00180671	Non-Executive / Independent	N.A.	14.11.2013 to 31.03.2019	1	1	Nil
Mrs.	Purnima Gupta	AGYPG5472C	06885738	Non-Executive / Independent	N.A.	28.05.2014 to 31.03.2019	1	1	Nil

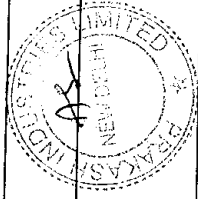
\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of Director 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
1. Audit Committee	Dr. Satram Lokumal Keswani Sh. Kailash Chandra Mehra Sh. Yoginder Nath Chugh Sh. Mamraj Agarwal Smt. Purnima Gupta Sh. Vikram Agarwal Sh. Kanha Agarwal	(Chairperson/Executive/Non-Executive/Independent/Nominee) Chairperson / Non-Executive/Independent Non-Executive / Independent Non-Executive / Independent Non-Executive / Independent Executive Executive
2. Nomination and Remuneration Committee	Dr. Satram Lokumal Keswani Sh. Kailash Chandra Mehra Sh. Yoginder Nath Chugh	Chairperson / Non-Executive/Independent Non-Executive / Independent Non-Executive / Independent
3. Risk Management Committee (if applicable)	Sh. Vikram Agarwal Sh. Mangi Lal Pareek Sh. P. L. Gupta	Chairperson / Executive Executive Executive
4. Stakeholders Relationship Committee	Dr. Satram Lokumal Keswani Sh. Ved Prakash Agarwal Sh. Vikram Agarwal	Chairperson / Non-Executive/Independent Executive Executive
5. Corporate Social Responsibility and Governance Committee	Dr. Satram Lokumal Keswani Sh. Kailash Chandra Mehra Smt. Purnima Gupta Sh. Vikram Agarwal Sh. Kanha Agarwal	Chairperson / Non-Executive/Independent Non-Executive / Independent Non-Executive / Independent Executive Executive

& Category of Director 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		Maximum gap between any two consecutive meetings (in number of days)
Date(s) of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	
14.12.2016	14.02.2017	61

IV Meeting of Audit Committees		Maximum gap between any two consecutive meetings (in number of days)*
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
14.02.2017	Yes	14.12.2016

*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

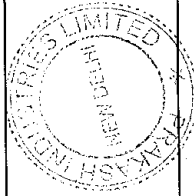
V. Related party Transactions	Compliance status (Yes/No/NA)
Subject	Yes
Whether prior approval of Audit Committee obtained	N.A.
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval has been reviewed by Audit Committee	

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 composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case of 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) Regulation 2015	Yes
2	The composition of following Committees is in terms of SEBI (listing obligations and disclosures requirements) Regulations 2015	Yes
	Audit Committee	
a	Nomination and remuneration committee	
b	Stakeholders relationship committee	
c	Risk management committee (applicable to the top 100 listed entities)	
d		
3	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (listing obligations and disclosure requirements) Regulation 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 disclosures requirements) Regulation 2015	Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
	Any comments observations/advise of Board of Directors may be mentioned here :	N.A.



Signature : *Ashwini Kumar*
Name : Ashwini Kumar

Designation : Company Secretary & Compliance Officer

Note :

Information at Table 1 and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change in 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.

To be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	Compliance status (Yes/No/NA)
Item	
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	N.A.
New name and the old name of the listed entity	N.A.

II Annual Affirmations	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)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
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

Note

- 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.
- If status is "No" details of non-compliance may be given here.
- 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 not applicable as there are no subsidiary of Listed Entity.

Ashwin Kumar

Name : Ashwin Kumar
Designation : Company Secretary & Compliance Officer