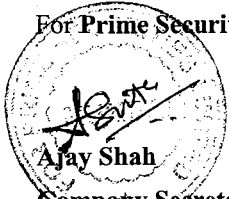


PRIME SECURITIES LIMITED
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
QUARTER ENDING ON : DECEMBER 31, 2014

Particulars	Clause of	Compliance	Remarks
II. Board of Directors	49 II		
(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	Please Refer Note
(F) Whistle Blower Policy	49 (II F)	Yes	Please Refer Note
III. Audit Committee	49 (III)		
(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)	No	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	There were no material Related Party Transactions in this Quarter
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	There were no material Related Party Transactions in this Quarter
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Please Refer Note
(C) Remuneration of Directors	49 (VIII C)	Yes	Please Refer Note
(D) Management	49 (VIII D)	Yes	Please Refer Note
(E) Shareholders	49 (VIII E)	Yes	Please Refer Note
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	Please Refer Note
X. Report on Corporate Governance	49 (X)	Yes	Please Refer Note
XI. Compliance	49 (XI)	Yes	Please Refer Note

Note: The Annual Report disclosure requirements shall be shall be complied in the Annual Report.

For Prime Securities Limited

Ajay Shah
 Company Secretary

Mumbai, January 14, 2015