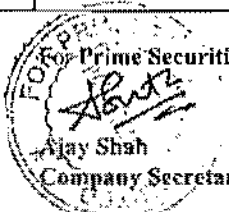


**PRIME SECURITIES LIMITED**  
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**QUARTER ENDING ON : SEPTEMBER 30, 2014**

Clause of Listing agreement	Particulars	Compliance Status	Remarks
49 I	<b>Board of Directors</b>		
49 (IA)	Composition of Board	Yes	
49 (IB)	Non-executive Directors' compensation & disclosures	Yes	
49 (IC)	Other provisions as to Board and Committees	Yes	
49 (ID)	Code of Conduct	Yes	The declaration of compliance with the Code of Conduct by the Board Members and the Senior Management Personnel will be incorporated in the Annual Report of the Company.
49 (II)	<b>Audit Committee</b>		
49 (IIA)	Qualified & Independent Audit Committee	Yes	
49 (IIB)	Meeting of Audit Committee	Yes	
49 (IIC)	Powers of Audit Committee	Yes	
49 (IID)	Role of Audit Committee	Yes	
49 (IIE)	Review of Information by Audit Committee	Yes	
49 (III)	<b>Subsidiary Companies</b>	No	The Company is in the process of appointing Independent Director of the Company on the board of material subsidiary company.
49 (IV)	<b>Disclosures</b>	Yes	
49 (IV A)	Basis of related party transactions	Yes	
49 (IV B)	Disclosure of Accounting Treatment	Yes	
49 (IV C)	Board Disclosures- Risk Management	Yes	
49 (IV D)	Proceeds from public issues, rights issues, preferential issues etc.	N.A.	Necessary disclosures will be made in the Annual Report of the Company.
49 (IV E)	Remuneration of Directors	Yes	Necessary disclosures will be made in the Annual Report of the Company.
49 (IV F)	Management	Yes	
49 (IV G)	Shareholders	Yes	
49 (V)	<b>CEO/CFO Certification</b>	Yes	Necessary certification will be incorporated in the Annual Report of the Company.
49 (VI)	<b>Report on Corporate Governance</b>	Yes	
49 (VII)	<b>Compliance</b>	Yes	

  
 Prime Securities Limited  
 Ajay Shah  
 Company Secretary