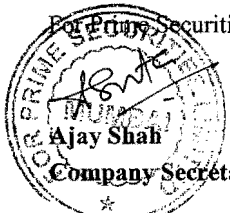


**PRIME SECURITIES LIMITED**  
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**QUARTER ENDING ON : JUNE 30, 2015**

Particulars	Clause of Listing Agreement	Compliance Status	Remarks
<b>II. Board of Directors</b>	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
<b>III. Audit Committee</b>	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	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	No	The Company is in the process of appointing one independent director as director on the board of material subsidiaries, if any
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	There were no material Related Party Transactions in this Quarter
<b>VIII. Disclosures</b>	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.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Please Refer Note
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Please Refer Note
<b>XI. Compliance</b>	49 (XI)	Yes	Please Refer Note

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

  
 Prime Securities Limited  
 Ajay Shah  
 Company Secretary

Mumbai, July 14, 2015