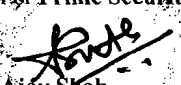


PRIME SECURITIES LIMITED
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
QUARTER ENDING ON : MARCH 31, 2014

Clause of Listing agreement	Particulars	Compliance Status	Remarks
49 I	Board of Directors		
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)	Audit Committee		
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)	Subsidiary Companies	No	The Company is in the process of appointing Independent Director of the Company on the board of material subsidiary company.
49 (IV)	Disclosures	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)	CEO/CFO Certification	Yes	Necessary certification will be incorporated in the Annual Report of the Company.
49 (VI)	Report on Corporate Governance	Yes	
49 (VII)	Compliance	Yes	

For Prime Securities Limited


Ajay Shah
Company Secretary