

Compliance Report with the requirements specified in Annexure IV of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated ("Circulars")

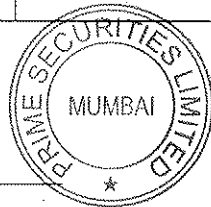
**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") for the Composite Scheme of Arrangement for the Amalgamation of Primesec Investments Limited ("PIL") and Prime Commodities Broking (India) Limited ("PCBIL") with and into Prime Securities Limited ("the Company") and Reduction of Capital and Reorganization of Reserves of the Company.**

It is hereby certified that the Composite Scheme of Arrangement involving Primesec Investments Limited, Prime Commodities Broking (India) Limited and Prime Securities Limited does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of LODR Regulations and the Circulars, including the following:

Sr. No.	Reference	Particulars	Whether Complied or not and how
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes
Requirements of the Circulars			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes
(b)	Para (I)(A)(3)	Conditions for composite schemes of arrangement involving unlisted entities	Yes

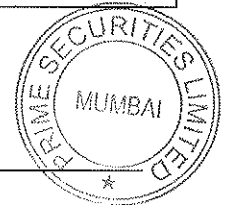
(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	NOT APPLICABLE - Since condition stated in Para (I)(A)(4)(b) of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 is satisfied, Valuation report is not required. Refer Annexure III
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	NOT APPLICABLE - Since conditions mentioned in Para (I)(A)(9)(b) of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 does not apply - Refer Annexure IX

*Ajate*



**Ajay Shah**  
Company Secretary

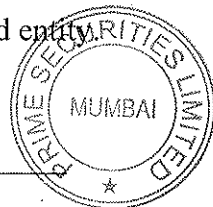
*N. Jayakumar*



**N. Jayakumar**  
Managing Director & Group CEO

Certified that the transactions / accounting treatment provided in the composite scheme of arrangement involving Primesec Investments Limited, Prime Commodities Broking (India) Limited and Prime Securities Limited are in compliance with all the Accounting Standards applicable to a listed entity.

*S. R. Sharma*



**S. R. Sharma**  
Chief Financial Officer

*N. Jayakumar*



**N. Jayakumar**  
Managing Director & Group CEO