

PRISM FINANCE LIMITED

[CIN: L63910GJ1994PLC021915]

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9th January, 2016

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Ref: Company Code No. 531735

Dear Sir,

**Sub: Quarterly Compliance Report on Corporate Governance for the
Quarter ended 31st December, 2015- Regulation – 27**

Please find enclosed herewith Quarterly Compliance Report on Corporate Governance for the quarter ended 31st December, 2015.

This is in compliance with Regulation – 27 of the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully,

for PRISM FINANCE LIMITED,

**PALAK D. PAREKH
COMPANY SECRETARY**

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
(Pursuant to the Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1	Name of Listed Entity	PRISM FINANCE LIMITED
2	Quarter ending	31ST DECEMBER, 2015
3	Script Code	BSE - 531735; ASE - 45565

I. Composition of Board of Directors									
Title	Name of the Director	PAN [§] & DIN		Category &	Date of Appointment in the current term/cessation	Tenure* (in years)	No. of Directorship in listed entities including this listed entity (Refer Reg. 25(1) of Listing Regulations)	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Reg. 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg. 26(1) of Listing Regulations)
		PAN	DIN						
Mr.	Udayan D. Velvan	ABMPV0218Q	01876652	Independent	25-09-2014	5	2	1	0
Mr.	Kashyap R. Mehta	AAVOM9242K	00005063	Independent	25-09-2014	5	4	7	4
Ms.	Anal R. Desai	AESPD9853N	02636329	Independent	25-09-2014	5	1	2	2

[§] PAN number of any director would not be displayed on the website of Stock Exchange
[&] Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories
^{*} to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed

II. Composition of Committees				
Sr.	Name of Committee	Name of Committee members		Category &
1	Audit Committee	1	Anal R. Desai - Chairperson	Independent
		2	Kashyap R. Mehta	Independent
		3	Udayan D. Velvan	Independent
2	Nomination & Remuneration Committee	1	Anal R. Desai - Chairperson	Independent
		2	Kashyap R. Mehta	Independent
		3	Udayan D. Velvan	Independent
3	Risk Management Committee (if applicable)	Not Applicable		
4	Stakeholders Relationship Committee	1	Anal R. Desai - Chairperson	Independent
		2	Kashyap R. Mehta	Independent

[&] Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter (i.e. Quarter ended on 30th September, 2015)	Date(s) of Meeting (if any) in the relevant quarter (i.e. Quarter ended on 31st December, 2015)	Maximum gap between any two consecutive (in number of days)
08-07-2015	05-11-2015	84
29-07-2015	-	
13-08-2015	-	

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter (i.e. Quarter ended on 31st December, 2015)	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter (i.e. Quarter ended on 30th September, 2015)	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
05-11-2015	Yes	13-08-2015	84
Stakeholders' Relationship Committee			
05-11-2015	Yes	13-08-2015	-
Nomination & Remuneration Committee			
-	-	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
Note	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015	
a.	Audit Committee
b.	Nomination & remuneration committee
c.	Stakeholders relationship committee
d.	Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure	
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	

for PRISM FINANCE LIMITED

PALAK D. PAREKH
COMPANY SECRETARY

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.