

# PRISM FINANCE LIMITED

[CIN: L63910GJ1994PLC021915]

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7<sup>th</sup> October, 2014

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 on 30<sup>th</sup> September, 2014**

| Particulars |  | Clause of Listing Agreement | Compliance Status (Yes/No/N.A) | Remarks                                  |
|-------------|--|-----------------------------|--------------------------------|--|
| <b>I.</b>   | <b>Board of Directors</b>  | 49 (I)                      |                                |  |
|             | (A) Composition of Board   | 49 (IA)                     | Yes                            |  |
|             | (B) Non – executive Directors<br>Compensation & disclosures                | 49 (IB)                     | Yes                            |  |
|             | (C ) Other Provisions as to Board and<br>Committees                        | 49 (IC)                     | Yes                            |  |
|             | (D) Code of Conduct  | 49 (ID)                     | Yes                            |  |
| <b>II.</b>  | <b>Audit Committee</b>   | 49 (II)                     |                                |  |
|             | (A) Qualified & Independent Audit<br>Committee                             | 49 (IIA)                    | Yes                            |  |
|             | (B) Meeting of Audit Committee   | 49 (IIB)                    | Yes                            |  |
|             | (C ) Powers of Audit Committee   | 49 (IIC)                    | Yes                            |  |
|             | (D) Role of Audit Committee  | 49 (IID)                    | Yes                            |  |
|             | (E) Review of Information by Audit<br>Committee                            | 49 (IIE)                    | Yes                            |  |
| <b>III.</b> | <b>Subsidiary Companies</b>  | 49 (III)                    | N.A.                           | No Material subsidiary                   |
| <b>IV.</b>  | <b>Disclosures:</b>  | 49 (IV)                     |                                |  |
|             | (A) Basis of related party transactions                                    | 49 (IVA)                    | Yes                            |  |
|             | (B) Disclosure of Accounting Treatment                                     | 49 (IV B)                   | Yes                            |  |
|             | (C) Board Disclosures  | 49 (IVC)                    | Yes                            |  |
|             | (D) Proceeds from Public Issue, Rights<br>Issues, Preferential issues etc. | 49 (IVD)                    | N.A.                           | No such issue proceed                    |
|             | (E) Remuneration of Directors  | 49 (IVE)                    | Yes                            |  |
|             | (F) Management   | 49 (IVF)                    | Yes                            |  |
|             | (G) Shareholders   | 49 (IVG)                    | Yes                            |  |
| <b>V.</b>   | <b>CEO/ CFO Certification</b>  | 49 (V)                      | Yes                            |  |
| <b>VI.</b>  | <b>Report on Corporate Governance</b>                                      | 49 (VI)                     | Yes                            | Included in Annual<br>Report of 2013-14. |
| <b>VII</b>  | <b>Compliance</b>  | 49 (VII)                    | Yes                            |  |

for PRISM FINANCE LIMITED,

**KASHYAP R. MEHTA**  
**DIRECTOR**