

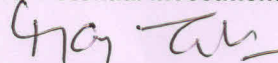
Quarterly Compliance Report on Corporate Governance

Name of the Company : Potential Investments and Finance Limited

Quarter ending on : 30-September-2015

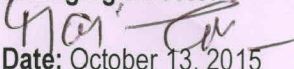
Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 II	-	-
(A) Composition of Board	49 II A	Yes	-
(B) Independent Directors	49 II B	Yes	-
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	No payment is being made to non-executive directors
(D) Other provisions as to Board and Committees	49 II D	Yes	-
(E) Code of Conduct	49 II E	Yes	-
(F) Whistle Blower Policy	49 II F	Yes	-
II. Audit Committee	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	-
III. Nomination and Remuneration Committee	49 IV	Yes	-
IV. Subsidiary Companies	49 V	N.A.	-
V. Risk Management	49 VI	Yes	-
VI. Related Party Transactions	49 VII	Yes	-
VII. Disclosures	49 VIII	-	-
(A) Related party transactions	49 VIII A	Yes	-
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	-
(C) Remuneration of Directors	49 VIII C	Yes	-
(D) Management	49 VIII D	Yes	-
(E) Shareholders	49 VIII E	Yes	-
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	NA	-
VIII. CEO/CFO Certification	49 IX	Yes	Will be Complied in the Annual report 2015-16.
IX. Report on Corporate Governance	49 X	Yes	Complying from time to time and will be complied in the Annual report 2015-16.
X. Compliance	49 XI	Yes	Will be Complied in the Annual report 2015-16.

for Potential Investments and Finance Limited



Manoj Gupta

Managing Director



Date: October 13, 2015

Place: New Delhi 110049