

POTENTIAL INVESTMENTS AND FINANCE LIMITED

A-3, NDSE, 3rd Floor, Part-1, New Delhi-110049

CIN: L74900DL1983PLC014972

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Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company : Potential Investments and Finance Limited
Quarter ending on : 31st March, 2015

Particulars		Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II	BOARD OF DIRECTORS	49 (II)		
(A)	Composition of Board	49(IIA)	Yes	Total Strength of the Board is – 4 No. of Independent Directors is – 2 No. of Non- Independent Directors – 2 Note: 1. Mr. Vijay Kumar has resigned from the Board w.e.f 30 th March, 2015. 2. Ms. Ruta Jindal has been appointed as an Additional Director w.e.f 30 th March, 2015.
(B)	Independent Directors	49(IIB)	Yes	Total No. of Independent Directors in the Board – 2
(C)	Non-executive Directors' Compensation & Disclosures	49(IIC)	Yes	➤ Apart from receiving sitting fees, Independent Directors do not have any material pecuniary relationships or transaction with the Company. ➤ No Commission has been paid during the quarter ended 31.03.2015. ➤ No Stock Options has been granted to any of the Directors during the quarter ended 31.03.2015.
(D)	Other Provisions as to Board	49(IID)	Yes	-

	and Committees			
(E)	Code of Conduct	49(IIE)	Yes	-
(F)	Whistle Blower Policy	49(IIF)	Yes	Whistle Blower Policy is in Place
III	Audit Committee	49 (III)	Yes	Total strength of the Committee is – 3 of which 2 are Independent including Chairman.
(A)	Qualified & Independent Audit Committee	49(IIIA)	Yes	All Members of the Audit Committee are financially literate and one of them has financial management expertise.
(B)	Meeting of Audit Committee	49(IIIB)	Yes	-
(C)	Powers of Audit Committee	49(IIIC)	Yes	The Committee has adequate power to investigate, seek information, obtain outside legal or professional advice and secure attendance of outsiders with relevant expertise.
(D)	Role of Audit Committee	49(IIID)	Yes	In line with the stipulation mentioned.
(E)	Review of Information by Audit Committee	49(IIIE)	Yes	Audit Committee reviews all information as per the guidelines.
IV	Nomination And Remuneration Committee	49 (IV)	Yes	Total strength of the Committee is – 3 of which two are Independent including Chairman.
V	Subsidiary Companies	49 (V)	N.A.	
VI.	Risk Management	49 (VI)	Yes	-
VII.	Related Party Transactions	49 (VII)	Yes	-
VIII.	Disclosures	49 (VIII)	Yes	
(A)	Related Party Transactions	49 (VIII A)	Yes	Summarized statements of transactions with Related Parties are submitted on a quarterly basis to the Audit Committee.
(B)	Disclosure of Accounting Treatment	49(VIIIB)	Yes	Applicable Accounting Standards are being complied with on a continual basis and due disclosure is made in Annual report.
(C)	Remuneration of Directors	49 (VIII C)	Yes	Apart from sitting fees, none of the Directors are receiving any remuneration except the MD.
(D)	Management	49 (VIII D)	Yes	Management Discussion & Analysis Report is a part of Directors' Report which is annually published in the Annual Report.

(E)	Shareholders	49 (VIII E)	Yes	All necessary information were uploaded at the Company's website, as required.
(F)	Disclosures of Resignation of Directors	49 (VIII F)	Yes	All disclosures related to Directors' resignation are informed to the Stock Exchange as and when it happens.
(G)	Disclosure of formal letter of Appointment	49 (VIII G)	Yes	-
(H)	Disclosures in the Annual Report	49 (VIII H)	Yes	Will be complied in the Annual Report for the Financial Year ended 2014-2015.
(I)	Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(VIII I)	N.A.	No amount was raised through an issue during the subject quarter
IX	CEO/CFO Certification	49 (IX)	Yes	Details of certifications will be disclosed in the Annual report for Financial Year 2014-15
X	Report on Corporate Governance	49 (X)	Yes	Report on Corporate Governance will be disclosed in the Annual Report for the Financial Year 2014-15.
XI	Compliance	49 (XI)	Yes	Report on compliances will be disclosed in the Annual Report for the Financial Year 2014-15.

For **Potential Investments and Finance Limited**



Manoj Gupta
Managing Director
DIN: 00076234

Date: 13.04.2015
Place: New Delhi