

SEC/Enforcement/693/2011/44

Dated: January 30, 2012

By Special Messenger

Prime Finance Capital Management Limited
63, Dilkusha C/A (3rd Floor)
Dhaka-1000

Attention: Managing Director/CEO

Sub: Non-compliance of securities laws: -Warning.

Dear Sir,

This refers to the Commission's show cause cum hearing notice No. SEC/Enforcement/693/2011/794 dated December 13, 2011 based on which the hearing was conducted on December 21, 2011.

The Commission, considering the explanation vide letter dated December 20, 2011 submitted at the time of hearing, has decided to dispose of the proceedings against Prime Finance Capital Management Limited by placing on record the Commission's dissatisfaction on the default/contravention made by you with a warning to ensure compliance of all securities related laws in future.

You are advised to reduce number of directors in the next Annual General Meeting from your parent company to 4 instead of existing 5.

Please note that this disposal does not absolve you from your lawful responsibilities/obligations to any person, if affected, as a result of the default.

For Securities and Exchange Commission

Mir Mosharraf Hossain Chowdhury
Director

Copy for information:

P.O. to Executive Director (Law), SEC
P.O. to Executive Director (SRI), SEC
P.O. to Director (Registration), SEC
Chairman's Office, SEC