

**PROZONE CAPITAL SHOPPING CENTRES LIMITED**  
**Corporate Governance Report - Quarter ended on 31st March 2014 - Clause 49**

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>I.</b>	<b>Board of Directors</b>	<b>49 I</b>		
(A)	Composition of Board	49 (IA)	Yes	-
(B)	Non - Executive Director's compensation & disclosures	49 (IB)	Yes	-
(C)	Other provisions as to Board and Committees	49 (IC)	Yes	-
(D)	Code of Conduct	49 (ID)	Yes	-
<b>II.</b>	<b>Audit Committee</b>	<b>49 II</b>		
(A)	Qualified & Independent Audit 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 Committee	49 (IIE)	Yes	-
<b>III.</b>	<b>Subsidiary Companies</b>	<b>49 III</b>	Yes	-
<b>IV.</b>	<b>Disclosures</b>	<b>49 IV</b>		
(A)	Basis of related party transactions	49 (IVA)	Yes	-
(B)	Disclosure of Accounting Treatment	49 (IVB)	NA	-
(C)	Board Disclosures	49 (IVC)	Yes	-
(D)	Proceeds from public issues, right issues, preferential issues etc.	49 (IVD)	NA	-
(E)	Remuneration of Directors	49 (IVE)	-	Will be complied with in Annual Report for F.Y. 2013-14
(F)	Management	49 (IVF)	-	Will be complied with in Annual Report for F.Y. 2013-14
(G)	Shareholders	49 (IVG)	Yes	-
<b>V.</b>	<b>CEO/CFO Certificate</b>	<b>49 V</b>	-	Will be complied with in Annual Report for F.Y. 2013-14
<b>VI.</b>	<b>Report on Corporate Governance</b>	<b>49 VI</b>	-	Will be complied with in Annual Report for F.Y. 2013-14
<b>VII.</b>	<b>Compliance</b>	<b>49 VII</b>	-	Will be complied with in Annual Report for F.Y. 2013-14

For Prozone Capital Shopping Centres Limited

Date: 02.04.2014  
Place: Mumbai

Sd/-  
Snehal Bansode  
CS & Compliance Officer