

PROZONE CAPITAL SHOPPING CENTRES LIMITED
Corporate Governance Report - Quarter ended on 30th June 2014 - Clause 49

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
I.	Board of Directors	49 I		
(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	-
II.	Audit Committee	49 II		
(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	-
III.	Subsidiary Companies	49 III	Yes	-
IV.	Disclosures	49 IV		
(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	-
V.	CEO/CFO Certificate	49 V	-	Will be complied with in Annual Report for F.Y. 2013-14
VI.	Report on Corporate Governance	49 VI	-	Will be complied with in Annual Report for F.Y. 2013-14
VII.	Compliance	49 VII	-	Will be complied with in Annual Report for F.Y. 2013-14

For Prozone Capital Shopping Centres Limited

Date: 09.07.2014
Place: Mumbai

Sd/-
Snehal Bansode
CS & Compliance Officer