

The Manager
Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001
BSE Code- 534675

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
NSE Code - PROZONECSC

Subject - Corporate Governance Report - Quarter ended on 31st March 2013 - 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	The Company has appointed one of its independent Directors on the Board of Directors of its material non listed direct Indian subsidiary Company namely; Alliance Mall Developers Co. Pvt. Ltd., hence the clause is complied with.
IV.	Disclosures	49 IV		
(A)	Basis of related party transactions	49 (IVA)	Yes	-
(B)	Disclosure of Accounting Treatment	49 (IVB)	Yes	-
(C)	Board Disclosures	49 (IVC)	Yes	-
(D)	Proceeds from public issues, right issues, preferential issues etc.	49 (IVD)	NA	Not Applicable
(E)	Remuneration of Directors	49 (IVE)	-	Annual Compliance shall be reported in Annual report for FY 2012-13
(F)	Management	49 (IVF)	-	Annual Compliance shall be reported in Annual report for FY 2012-13
(G)	Shareholders	49 (IVG)	Yes	-
V.	CEO/CFO Certificate	49 V	-	Annual Compliance shall be reported in Annual report for FY 2012-13
VI.	Report on Corporate Governance	49 VI	-	Annual Compliance shall be reported in Annual report for FY 2012-13
VII.	Compliance	49 VII	-	Annual Compliance shall be reported in Annual report for FY 2012-13

For Prozone Capital Shopping Centres Limited

Date: 12.04.2013
Place: Mumbai

Sd/-
Snehal Bansode
CS & Compliance Officer