

PROZONE INTU PROPERTIES LIMITED
(Formerly known as "Prozone Capital Shopping Centres Limited")
Corporate Governance Report - Quarter ended on 31st December 2014 - Clause 49

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	-
(B) Independent Director	49 (IIB)	YES	-
(C) Non-executive Directors' Compensation & disclosures	49 (IIC)	N.A.	-
(D) Other provisions as to Board and Committee	49 (IID)	YES	-
(E) Code of Conduct	49 (IIE)	YES	Annual Compliance – Reported in Annual Report for the year 2013-14 and will be Reported in next Annual Report of the Company for the financial year 2014-15
(F) Whistle Blower Policy	49 (IIF)	YES	-
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	-
(B) Meeting of Audit Committee	49 (IIIB)	YES	-
(C) Powers of Audit Committee	49 (IIIC)	YES	-
(D) Role of Audit Committee	49 (IIID)	YES	-
(E) Review of Information by Audit Committee	49 (IIIE)	YES	-
IV. Nomination and Remuneration Committee	49(IV)	YES	-
V. Subsidiary Companies	49 (V)	YES	-
VI. Risk Management	49 (VI)	YES	Subclause (C), (D) & (E) are not applicable to the Company
VII. Related Party Transaction	49 (VII)	YES	-
VIII. Disclosures	49 (VIII)	YES	-
(A) Related party transactions	49 (VIIIA)	YES	Annual Compliance – will be Reported in next Annual Report of the Company for the financial year 2014-15
(B) Disclosure of Accounting Treatment	49 (VIIIB)	YES	Annual Compliance – will be Reported in next Annual Report of the Company for the financial year 2014-15
(C) Remuneration of Directors	49 (VIIIC)	YES	Annual Compliance – Reported in Annual Report for the year 2013-14 and will be Reported in next Annual Report of the Company for the financial year 2014-15
(D) Management	49 (VIIID)	YES	Annual Compliance – Reported in Annual Report for the year 2013-14 and will be Reported in next Annual Report of the Company for the financial year 2014-15
(E) Shareholders	49 (VIIIE)	YES	Annual Compliance – Reported in Annual Report for the year 2013-14 and will be Reported in next Annual Report of the Company for the financial year 2014-15
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIIIF)	N.A.	-
IX. CEO/CFO Certification	49 (IX)	YES	Annual Compliance – Reported in Annual Report for the year 2013-14 and will be Reported in next Annual Report of the Company for the financial year 2014-15
X. Report on Corporate Governance	49 (X)	YES	Annual Compliance – Reported in Annual Report for the year 2013-14 and will be Reported in next Annual Report of the Company for the financial year 2014-15
XI. Compliance	49 (XI)	YES	Annual Compliance – Reported in Annual Report for the year 2013-14 and will be Reported in next Annual Report of the Company for the financial year 2014-15

For Prozone Intu Properties Limited