

## Compliance Report on Corporate Governance

Name of the Company: Prestige Estates Projects Limited

Quarter ending on: 31 December 2011

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b><i>I. Board of Directors</i></b>	49I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committee	49 (IC)	Yes	
(D) (i) Code of Conduct	49 (ID)(i)	Yes	
(D) (ii) Affirming Compliance of Code of Conduct	49 (ID) (ii)		Yearly confirmation has been received for the financial year, 2010-11
<b><i>II. Audit Committee</i></b>	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 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b><i>III. Subsidiary Companies</i></b>	49 (III)	Yes	

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transaction	49 (IVA)	Yes	Forms part of Annual Report for the respective financial year. Complied for the year 2010-11.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from public issues, right issues, preferential issues etc.	49 (IVD)	Yes	
(E) Remuneration of Directors	49 (IVE)	Yes	
(F) Management	49 (IVF)	Yes	
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Certificate has been submitted for the financial year 2010-11
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Forms part of Annual Report. Complied for the year 2010-11
<b>VII. Compliance</b>	49 (VII)	Yes	Forms part of Annual Report. Complied for the year 2010-11

**Note:**

- The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

**For PRESTIGE ESTATES PROJECTS LIMITED**



**COMPANY SECRETARY**