

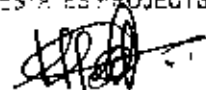


Prestige Estates Projects Limited

Report on Corporate Governance as per Clause 49 for the quarter ending 30 September 2013

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 I	-	-
(A) Composition of Board	49 I A	Yes	There are 7 directors in the Company among whom 4 are Independent Directors. There is no change in the composition of the Board
(B) Non-executive Director's Compensation and disclosures	49 I B	Yes	Non-executive directors are not paid any remuneration
(C) Other provisions as to Board and Committees	49 I C	Yes	The Board has met once in the quarter Jul-Sep 2013. No director is a member in committees exceeding 10 in number
(D) Code of Conduct	49 I D	Yes	Yearly confirmation has been received
II. Audit Committee	49 II	-	-
(A) Qualified and Independent Audit Committee	49 II A	Yes	Audit committee consists of 4 directors, among whom 3 are independent directors. Chairman is an independent director. All are financially literate
(B) Meeting of Audit Committee	49 II B	Yes	Audit committee met on 29.07.2013. All the members of the committee were present at the meeting

For PRESTIGE ESTATES PROJECTS LIMITED


 Company Secretary

(C) Powers of Audit Committee	49 II C	Yes	-
(D) Role of Audit Committee	49 II D	Yes	-
(E) Review of Information by Audit Committee	49 II E	Yes	-
III. (I) Subsidiary Companies	49 III	NA	There is no material subsidiary company
IV. Disclosures	49 IV	-	-
(A) Basis of related party transactions	49 IV A	Yes	Complied at the audit committee meeting
(B) Disclosure of Accounting treatment	49 IV B	Yes	-
(C) Board disclosures	49 IV C	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV D	NA	-
(E) Remuneration of Directors	49 IV E	Yes	Disclosed in the Annual Report 2012-13
(F) Management	49 IV F	Yes	Forms part of Annual Report 2012-13
(G) Shareholders	49 IV G	Yes	Re-appointment of retiring directors were made at the Annual General Meeting held on 05.09.2013. Disclosures about the directors who sought re-appointment is made in the notice to the AGM.

For PRESTIGE ESTATES PROJECTS LIMITED



V.	(V) CEO/CFO Certification	49 V	Yes	Forms part of Annual Report 2012-13
VI.	(I) Report on Corporate Governance	49 VI	Yes	Forms part of Annual Report 2012-13
VII.	(I) Compliance	49 VII	Yes	Forms part of Annual Report 2012-13

FOR PRESTIGE ESTATES PROJECTS LIMITED

**MEDHA GOKHALE
COMPANY SECRETARY**