

Annexure I B

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company : Capital Trust Limited

Quarter ending on: 31st December 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 (I)		
(A) Composition of Board	49(IA)	Yes	The Company's Board consists Four Members out of which three are Non-executive Independent Directors
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	Only sitting fee is being paid to the Non executive Independent Directors. The required disclosures shall be made in the Annual Report.
(C) Other provisions as to Board and Committee	49 (IC)	Yes	Details will be furnished in the Annual Report
(D) Code of Conduct	49 (ID)	Yes	Details will be furnished in the Annual Report
II. Audit Committee	49(II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Details will be furnished in the Annual Report
(B) Meeting of Audit Committee	49 (IIB)	Yes	Details will be furnished in the Annual Report
(C) Powers of Audit Committee	49 (IIC)	Yes	Details will be furnished in the Annual Report
(D) Role of Audit Committee	49 II(D)	Yes	Details will be furnished in the Annual Report
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Details will be furnished in the Annual Report
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)	Yes	Details will be furnished in the Annual Report
(A) Basis of Related Party Transactions	49 (IV A)	Yes	Details will be furnished in the Annual Report
(B) Disclosure of Accounting	49 (IV B)	Yes	Details will be furnished

Treatment			in the Annual Report
(C) Board Disclosures	49 (IV C)	Yes	Details will be furnished in the Annual Report
(D) Proceeds from public issues, rights issue, preferential issues etc.	49 (IV D)	Yes	Details will be furnished in the Annual Report
(E) Remuneration of Directors	49 (IV E)	Yes	Details will be furnished in the Annual Report
(F) Management	49 (IV F)	Yes	Details will be furnished in Annual Report
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	Will be complied in Annual Report
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the Annual Report
VII. Compliance	49 (VII)	Yes	Will be complied in the Annual Report

Note:

- 1) 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.
- 2) 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).
- 3) 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 Capital Trust Limited

Sd/-

Leena Sharma
(Company Secretary)

Date: 14th January 2012
Place: New Delhi