

**ANNEXURE I**

Format to be submitted by listed entity on quarterly basis  
Compliance Report on Corporate Governance - Quarter ended on 31st March 2016- Clause 27(2)

1	Name of the Listed entity	Prozone Intu Properties Limited
2	Quarter ending	31st March 2016

**I. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Directors	PAN <sup>s</sup> & DIN	Category (Chairperson /Executive / Non Executive / Independent / Nominee) <sup>&amp;</sup>	Date of appointment in the current term /cessation	Tenure* (Refer note 1)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of the listing Regulations)	Number of memberships in Audit / Stakeholder Committee (s) including this entity (Refer Regulation 26(1) of Listing Regulations) (Refer note 2)	No.of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) (Refer note 2)
Mr	Punit Goenka	PAN:AAEPG2529E DIN:00031263	Chairperson-Independent	01.04.2014	5 Years (1st Tenure)	2	2	1
Mr	Rajiv Singh	PAN:AMOPS1063P DIN:01689209	Independent	01.04.2014	5 Years (1st Tenure)	1	2	1
Mr	David Fischel	PAN:NA DIN:01217574	Non Executive	20.04.2012	NA	1	0	0
Mr	Nikhil Chaturvedi	PAN:AABPC9053G DIN:00004983	Executive	27.02.2012	NA	2	1	0
Mr	Salil Chaturvedi	PAN:ACYPC0862A DIN:00004768	Executive	27.02.2012	NA	2	2	1
Mr	Dushyant Singh Sangar	PAN:NA DIN:07347397	Non-Executive	08.02.216	NA	1	0	0
Ms	Deepa Harris	PAN:AAAPH4355F DIN:00064912	Independent	08.02.216	5 Years (1st Tenure)	1	0	0
Mr	John Abel	PAN:NA DIN:01217613	Alternate Director to Mr. David Fishel	08.02.2016	NA	1	0	0

<sup>s</sup>PAN number of any Director would not be displayed on the website of Stock Exchange

<sup>&</sup>Category of directors means executive / non-executive / independent / nominee. If a director fits into more than one category write all categories seperating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent Director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

Notes: 1. It refers the date of appointment of Independent Director, made pursuant to the Companies Act 2013 for the first term of five years and new Listing Agreement amended in line thereof.

2. For reckoning the Chairmanship/Membership in committees, all public companies, listed or unlisted, have been considered.

<b>II. Composition of Committees</b>			
Name of Committee	Name of Committee members		Category (Chairperson / Executive / Non-Executive / Independent /Nominee) <sup>§</sup>
1. Audit Committee	1. Mr. Punit Goenka		Chairperson- Independent
	2. Mr. Rajiv Singh		Independent
	3. Mr. Salil Chaturvedi		Executive
2. Nomination & Remuneration Committee	1. Mr. Rajiv Singh		Chairperson- Independent
	2. Mr. Punit Goenka		Independent
	3. Mr. David Fischel		Non-Executive
3. Risk Management Committee (if applicable)	NA		NA
4. Stakeholders Relationship Committee	1. Mr. Rajiv Singh		Chairperson- Independent
	2. Mr. Punit Goenka		Independent
	3. Mr. Nikhil Chaturvedi		Executive
	4. Mr. Salil Chaturvedi		Executive
<sup>§</sup> Category of directors means executive / non-executive / Independent /Nominee. If a director fits into more than one category write all categories separating them with hyphen			
<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (If any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
09.11.2015	08.02.2016	90 days	
<b>IV. Meeting of Committees</b>			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (deails)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee- 08.02.2016	Yes	09.11.2015	90 Days
Stakeholders Relationship Committee- 08.02.2016	Yes	09.11.2015	NA
Nomination and Remuneration Committee- 08.02.2016	Yes	NA	NA
CSR Committee-NA	NA	NA	NA
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
<b>V. Related Party Transactions</b>			
Subject	Compliance status (Yes / No / NA) refer note below		
Whether prior approval of audit committee obtained	NA*		
Whether shareholder appoval obtained for material RPT	NA**		
Whether details of RPT entered into pursuant to omnibus approval have been reviwed by Audit Committee	Yes		
* As all RPT are already covered under omnibus approval			
** As necessary approval were secured in last Annual General Meeting held on 30/09/2015			

Notes		
1	In the column "Compliance Status" compliance or non compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2	If status is "No", details of non compliance may be given here.	
VI. Affirmations		
1	The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
2	The composition of the following committees in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	
	a. Audit Committee	Yes
	b. Nomination & Remuneration Committee	Yes
	c. Stakeholders Relationship Committee	Yes
	d. Risk Management Committee (applicable to the top 100 listed entities)	NA
3	The Committee members have been made aware of their powers, role and responsibilities in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments / observations / advise of Board of Directors may be mentioned here	Yes

For Prozone Intu Properties Limited

Date: 13.04.2016

Place: Mumbai

Sd/-  
Ajayendra P. Jain  
Company Secretary

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b> (Yes/No/NA) Refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes*	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	NA	
<b>* Disclosed in Annual Report 2015 and Remuneration Policy</b>		
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes*
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>* The Board had appointed Ms. Deepa Harris as Woman Independent Director in its meeting held on 08th February, 2016</b>		
Note		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
Sd/- Company Secretary & Compliance Officer / Managing Director / CEO		