

**ANNEXURE I**

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 31<sup>st</sup> March 2018- Reg 27(2) of the SEBI (LODR) Regulations, 2015

1	Name of the Listed entity	Prozone Intu Properties Limited						
2	Quarter ending	31 <sup>st</sup> March 2018						
<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms.)	Name of the Directors	PAN <sup>5</sup> & DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee) <sup>6</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	3	0
Ms	Deepa Misra Harris	PAN:AAAPH4355F DIN:00064912	Independent	08.02.2016	5 Years (1st Tenure)	1	0	2
Mr.	Nikhil Chaturvedi	PAN:AABPC9053G DIN:00004983	Executive	27.02.2017	NA	2	1	0
Mr	Salil Chaturvedi	PAN:ACYPC0862A DIN:00004768	Executive	27.02.2017	NA	2	2	1
Mr	David Fischel	PAN:NA DIN:01217574	Non Executive	20.04.2012	NA	1	0	0
Mr	Dushyant Singh Sangar	PAN:NA DIN:07347397	Non-Executive	08.02.2016	NA	1	0	0
<sup>6</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 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 Regulations 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>5</sup>	
1. Audit Committee			1. Ms. Deepa Misra Harris				Chairperson- Independent	
			2. Mr. Punit Goenka				Independent	
			3. Mr. Salil Chaturvedi				Executive	
2. Nomination & Remuneration Committee			1. Ms. Deepa Misra Harris				Chairperson- Independent	
			2. Mr. Punit Goenka				Independent	
			3. Mr. David Fischel				Non-Executive	
			4. Mr. Dushyant Singh Sangar				Non-Executive	
3. Risk Management Committee (if applicable)			NA				NA	
4. Stakeholders Relationship Committee			1. Ms. Deepa Misra Harris				Chairperson- Independent	
			2. Mr. Punit Goenka				Independent	
			3. Mr. Nikhil Chaturvedi				Executive	
			4. Mr. Salil Chaturvedi				Executive	
<sup>5</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								

III. Meeting of Board of Directors			
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)	
13.12.2017	13.02.2018	61 days	
IV. Meeting of Committees			
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee- 13.02.2018	Yes	13.12.2017	61 days
Stakeholders Relationship	NA	13.12.2017	NA
Nomination and Remuneration	NA	NA	NA
CSR Committee	NA	NA	NA
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.			
V. Related Party Transactions			
Subject	Compliance status (Yes / No / NA) refer note below		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	NA*		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		
* Approvals of shareholders with respect to applicable transactions were secured in Annual General Meeting held on 30/09/2015			
VI. Affirmations			
1	The Composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations,	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 (NRC)	Yes	
	c. Stakeholders Relationship Committee (SRC)	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 (Lising obligations and	Yes	
4	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI	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, no comments or observations or advise have been received from the Board of Directors	

For Prozone Intu Properties Limited

Date:  
Place: Mumbai

Ajayendra P. Jain  
CS & Chief Compliance Officer

**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

**\* Disclosed in Annual Report 2017**

**II Annual Affirmations**

<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)	No*
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

*\*Inview of resignation of Director of the Company who was also a Director of unlisted material subsidiary. Company is under process to comply with this requirement*

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Company Secretary & Compliance Officer / Managing Director / CEO