

**ANNEXURE I**

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 30<sup>th</sup> June 2018- Reg 27(2) of the SEBI (LODR) Regulations, 2015

1	Name of the Listed entity	Prozone Intu Properties Limited						
2	Quarter ending	30 <sup>th</sup> June 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 separating 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								

<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)	
13.02.2018	29.05.2018	104 days	
<b>IV. Meeting of Committees</b>			
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- 29.05.2018	Yes	13.02.2018	104 days
Stakeholders Relationship Committee - 29.05.2018	Yes	13.02.2018	104 days
Nomination and Remuneration Committee	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.			
<b>V. Related Party Transactions</b>			
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			
<b>VI. Affirmations</b>			
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: 12.07.2018  
Place: Mumbai

**Ajayendra P. Jain**  
CS & Chief Compliance Officer