

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 31st December 2016- Clause 27(2)

1	Name of the Listed entity	Prozone Intu Properties Limited						
2	Quarter ending	31 st December 2016						
I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Directors	PAN [§] & DIN	Category (Chairperson /Executive / Non Executive / Independent / Nominee) ^{&}	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
Mr	Rajiv Singh	PAN:AMOPS1063P DIN:01689209	Independent	01.04.2014	5 Years (1st Tenure)	1	1	2
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	08.02.2016	NA	1	0	0
Ms	Deepa Harris	PAN:AAAPH4355F DIN:00064912	Independent	08.02.2016	5 Years (1st Tenure)	1	0	0
II. Composition of Committees								
Name of Committee			Name of Committee members				Category (Chairperson / Executive / Non-Executive / Independent /Nominee) [§]	
1. Audit Committee*			1. Mr. Rajiv Singh				Chairperson- Independent	
			2. Mr. Punit Goenka				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	
* Mr. Rajiv Singh was appointed as the Chairman of Audit Committee in place of Mr. Punit Goenka w.e.f. 14/11/2016								

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)	
04.08.2016	14.11.2016	101 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- 14.11.2016	Yes	04.08.2016	101 days
Stakeholders Relationship Committee- 14.11.2016	Yes	04.08.2016	101 days
Nomination and Remuneration Committee	NA	NA	NA
CSR Committee - 14.11.2016	Yes	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 last 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, 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 (Lising 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, no comment or observation or advise has been received from the Board of Directors	

For Prozone Intu Properties Limited

Date: 13.01.2017
Place: Mumbai

Ajayendra P. Jain
CS & Chief Compliance Officer

Format to be submitted by the listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

ANNEXURE III

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes Complied, however business responsibility report is not applicable
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	No, as the Chairman of Audit Committee was travelling out of India, he authorised other Independent Director and Member of Audit Committee to present in the meeting on his behalf
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Ajayendra P. Jain Company Secretary / Compliance Officer / Managing Director / CEO</p>		