

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 30th September 2019- Reg 27(2) of the SEBI (LODR) Regulations, 2015

1	Name of the Listed entity	Prozone Intu Properties Limited										
2	Quarter ending	30 th September 2019										
I. Composition of Board of Directors												
Title (Mr./ Ms.)	Name of the Directors	PAN [§] & DIN	Category (Chairperson /Executive / Non Executive / Independent / Nominee) ^{§c}	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure* (Refer note 1)	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Punit Goenka	PAN:AAEPG2529E DIN:00031263	Chairperson-Independent	20.04.2012	01.04.2019	NA	5 Years (2 nd Tenure)	20.06.1975	3	1	3	0
Ms	Deepa Misra Harris	PAN:AAAPH4355F DIN:00064912	Independent	08.02.2016	NA	NA	5 Years (1 st Tenure)	26.10.1958	2	1	1	1
Mr	Umesh Kumar	PAN: ACCPK4933G DIN: 01733695	Independent	23.05.2010	NA	NA	5 Years (1 st Tenure)	18.04.1958	1	1	0	1
Mr.	Nikhil Chaturvedi	PAN:AABPC9053G DIN:00004983	Executive	27.02.2012	27.02.2017	NA	NA	01.04.2969	2	0	1	0
Mr	Salil Chaturvedi	PAN:ACYPC0862A DIN:00004768	Executive	27.02.2012	27.02.2017	NA	NA	22.04.1971	2	2	2	1
Mr	Dushyant Singh Sangar	PAN:NA DIN:07347397	Non-Executive	08.02.2016	NA	NA	NA	04.01.1982	1	0	0	0
Ms	Barbara Gibbes	PAN:NA DIN:08481583	Non-Executive	04.07.2019	NA	28.08.2019	NA	25.07.1975	1	0	0	0
Whether regular chairperson appointed				Yes								
Whether Chairperson is related to managing director or CEO				No								
^{§c} 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 Regulations amended in line thereof. 2. For reckoning the Chairmanship/Membership in committees, all public companies, listed or unlisted, have been considered.												
II. Composition of Committees												
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent /Nominee) [§]	Date of Appointment	Date of cessation							
1. Audit Committee	Yes	1. Mr. Umesh Kumar	Chairman- Independent	23.05.2019	NA							
		2. Ms. Deepa Misra Harris	Independent	19.05.2017	NA							
		3. Mr. Punit Goenka	Independent	20.04.2012	NA							
		4. Mr. Salil Chaturvedi	Executive	20.04.2012	NA							
2. Nomination & Remuneration Committee	Yes	1. Ms. Deepa Misra Harris	Chairperson- Independent	22.08.2017	NA							
		2. Mr. Punit Goenka	Independent	07.08.2014	NA							
		3. Mr. Dushyant Singh Sangar	Non-Executive	04.08.2016	NA							
3. Risk Management Committee (if applicable)	NA	NA	NA	NA	NA							
4. Stakeholders Relationship Committee	Yes	1. Ms. Deepa Misra Harris	Chairperson- Independent	22.08.2017	NA							
		2. Mr. Punit Goenka	Independent	20.04.2012	NA							
		3. Mr. Nikhil Chaturvedi	Executive	20.04.2012	NA							
		4. Mr. Salil Chaturvedi	Executive	20.04.2012	NA							
[§] 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	Whether requirement of Quorum met (details)	Number of Directors Present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)
29.05.2019	12.08.2019	Yes	4		74 days
IV. Meeting of Committees					
Date(s) of meeting of the Committee in the relevant	Whether requirement of Quorum met (details)	Number of Directors Present	Number of Independent Directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee- 12.08.2019	Yes	3	2	29.05.2019	74 days
Stakeholders Relationship Committee - 12.08.2019	Yes	3	1	29.05.2019	74 days
Nomination and Remuneration Committee-12.08.2019	Yes	2	2	NA	-
CSR Committee	NA	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.					
**to be filled in only for the current quarter meetings					
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, 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 (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 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 comments or observations or advise have been received from the Board of Directors

For Prozone Intu Properties Limited

Date: 15.10.2019

Place: Mumbai

Sd/-

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)^{refer note below}
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report,	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)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No, as Ms. Deepa Misra Harris, Chairperson of Nomination and Remuneration Committee was travelling out of India, She authorised other Independent Director to present in the meeting on her behalf
Presence of Chairperson of the Stakeholders Relationship committee at the annual general meeting	20(3)	No, Ms. Deepa Misra Harris, Chairperson of Nomination and Remuneration Committee was travelling out of India, She authorised other Independent Director to present in the meeting on her behalf
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Sd/-		
Ajayendra P. Jain Company Secretary / Compliance Officer / Managing Director / CEO		