

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 30th September 2018- 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 2018						
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 (1 st Tenure)	2	3	0
Ms	Deepa Misra Harris	PAN:AAAPH4355F DIN:00064912	Independent	08.02.2016	5 Years (1 st 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

[&]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.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) [§]
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

[§]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)	
29.05.2018	13.08.2018	75 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- 13.08.2018	Yes	29.05.2018	75 days
Stakeholders Relationship Committee - 13.08.2018	Yes	29.05.2018	75 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.			
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: 15-10-2018
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,	46(2)	Yes Complied, however business responsibility report is not applicable
Presence of Chairperson of Audit Committee at the Annual	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration	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>		