

**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 2019 - 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 2019							
<b>I. Composition of Board of Directors</b>									
Title (Mr./ Ms.)	Name of the Directors	PAN <sup>§</sup> & DIN	Cateogy (Chairperson / Executive / Non Executive / Independent / Nominee) <sup>&amp;</sup>	Date of appointment in the current term	Date of 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	01.04.2019	-	5 Years (2 <sup>nd</sup> Tenure)	3	3	0
Ms.	Deepa Misra Harris	PAN:AAAPH4355F DIN:00064912	Independent	08.02.2016	-	5 Years (1 <sup>st</sup> Tenure)	3	1	1
Mr.	Umesh Kumar	PAN:ACCPK4933G DIN:01733695	Independent	22.05.2019	-	5 Years (1 <sup>st</sup> Tenure)	1	0	1
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.	Dushyant Singh Sangar	PAN:NA DIN:07347397	Non-Executive	08.02.2016	-	NA	1	0	0
Mr.	David Fischel	PAN:NA DIN:01217574	Non Executive	20.04.2019	03.06.2019	NA	0	0	0
<sup>§</sup> PAN number of any Director would not be displayed on the website of Stock Exchange									
<sup>&amp;</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									
Notes: 1. It refers to the date of re-appointment of Mr. Punit Goenka, as Independent Director for continuous second term of 5 years w.e.f. 01st April 2019 and appointment of Mr. Umesh Kumar as Independent Director for a 1st term of 5 years w.e.f. 22nd May 2019.									
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>§</sup>		
1. Audit Committee			1. Mr. Umesh Kumar				Chairman- Independent		
			2. Mr. Punit Goenka				Independent		
			3. Ms. Deepa Misra Harris				Independent		
			4. Mr. Salil Chaturvedi				Executive		
2. Nomination & Remuneration Committee			1. Ms. Deepa Misra Harris				Chairperson- Independent		
			2. Mr. Punit Goenka				Independent		
			3. 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)	
13.02.2019	29.05.2019	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- 29.05.2019	Yes	13.02.2019	104 days
Stakeholders Relationship Committee - 29.05.2019	Yes	13.02.2019	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>			
<b>Subject</b>		<b>Compliance status (Yes / No / NA) refer note below</b>	
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, 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	Yes	
4	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing	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: 12.07.2019  
Place: Mumbai

Ajayendra P. Jain  
CS & Chief Compliance Officer