

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 31st March 2020- Reg 27(2) of the SEBI (LODR) Regulations, 2015

1	Name of the Listed	Prozone Intu Properties Limited												
2	Quarter ending	31st March 2020												
I. Composition of Board of Directors														
Title (Mr./Ms.)	Name of the Directors	PAN ⁵ & DIN	Category (Chairperson /Executive / Non Executive / Independent / Nominee) ⁶	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure in months (Refer note 1)	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	20.06.1975	NA	-	20.04.2012	01.04.2019	NA	96	3	1	3	0
Ms	Deepa Misra Harris	PAN:AAAPH4355F DIN:00064912	Independent	26.10.1958	NA	-	08.02.2016	08.02.2016	NA	49	4	1	1	1
Mr	Umesh Kumar	PAN: ACCPK4933G DIN: 01733695	Independent	18.04.1958	NA	-	23.05.2019	23.05.2019	NA	11	1	1	0	1
Mr.	Nikhil Chaturvedi	PAN:AABPC9053G DIN:00004983	Executive	01.04.1969	NA	-	27.02.2012	27.02.2020	NA	NA	2	0	1	0
Mr	Salil Chaturvedi	PAN:ACYPC0862A DIN:00004768	Executive	22.04.1971	NA	-	27.02.2012	27.02.2020	NA	NA	2	0	2	1
Mr	Dushyant Singh Sangar	PAN:NA DIN:07347397	Non-Executive	04.01.1982	NA	-	08.02.2016	NA	NA	NA	1	0	0	0
Whether regular chairperson appointed							Yes							
Whether Chairperson is related to managing director or CEO							No							
⁶ 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 /	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	
⁵ 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)
13.11.2019	14.02.2020	Yes	5	2	92 days

IV. Meeting of Committees					
Date(s) of meeting of the Committee in the relevant quarter	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 - 14.02.2020	Yes	4	3	13.11.2019	92 days
Stakeholders Relationship Committee - 14.02.2020	Yes	4	2	13.11.2019	92 days
Nomination and Remuneration	NA	NA	NA	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.					
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,				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				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: 14.05.2020
Place: Mumbai

Sd/-
Ajayendra Pratap Jain
CS & Chief Compliance Officer

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)refer
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes*
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
Schedule of Analyst or institutional investors meet and presentation made by the listed entity to Analyst or institutional investors simultaneously with submission to stock exchange		Yes
New name and the old name of the listed entity		NA
Advertisement as per Regulation 47(1)		Yes
Credit Rating or revision in credit rating obtained		Yes
Separated audited financial statements of each subsidiary of the listed entity in respect of relevant financial year		Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)		Yes
Materiality Policy as per Regulation 30		Yes
Dividend Distribution policy as per Regulation 43A (as applicable)		NA
Is it certified that these content on the website of the listed entity is correct		Yes
New name and the old name of the listed entity		NA
* Disclosed in Annual Report 2019		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Quorum of nomination & remuneration committee	19(2A)	Yes
Meeting of nomination & remuneration committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Meeting of risk management committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	No*
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	No**
Familiarization of independent directors	25(7)	Yes

Declaration from independent directors	25(8) & (9)	Yes
D & O Insurance for independent directors	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<i>*Inview of resignation of Director of the Company who was also a Director of unlisted material subsidiary. Company is under process to comply</i>		
<i>**Requirement is relaxed or waived</i>		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
Sd/- Company Secretary & Compliance Officer / Managing Director / CEO		