

**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		30th September 2022											
I. Composition of Board of Directors														
Title (Mr./ Ms.)	Name of the Directors	PAN <sup>5</sup> & DIN	Cateogry (Chairperson /Executive / Non Executive / Independent / Nominee) <sup>6c</sup>	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 Regulation17A(1) ]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulatio n 17A(1)]	Number of memberships in Audit/Stakehold er Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	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 (Second term till 31st March 2024	NA	102	2	1	3	0
Ms	Deepa Misra Harris	PAN:AAAPH4355F DIN:00064912	Independent	26.10.1958	NA	-	08.02.2016	08.02.2021 (Second term till 7th February 2026 )	NA	79	5	5	1	1
Mr	Umesh Kumar	PAN: ACCPK4933G DIN: 01733695	Independent	18.04.1958	NA	-	23.05.2019	23.05.2019 (First term till 22nd May 2024)	NA	40	1	1	0	1
Mr.	Nikhil Chaturvedi	PAN:AABPC9053G DIN:00004983	Executive	01.04.1969	NA	-	27.02.2012	27.02.2020 (Term-three years i.e till 26th Feb 2023)	NA	NA	2	0	2	0
Mr	Salil Chaturvedi	PAN:ACYPC0862A DIN:00004768	Executive	22.04.1971	NA	-	27.02.2012	27.02.2020 (Term-three years i.e till 26th Feb 2023)	NA	NA	2	0	1	0
Mr	Bipin Gurnani	PAN:BIOPA7671Q DIN:07966971	Executive	29.01.1969	NA	-	17.12.2021	17.12.2021 (Term-three years i.e till 16th Dec 2024)	NA	NA	1	0	0	0
Whether regular chairperson appointed							Yes							
Whether Chairperson is related to managing director or CEO							No							
<sup>6c</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														
* 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.														
3. Mr Nikhil Chaturvedi and Mr Salil Chaturvedi are director of Provogue (India) Limited (PIL), an Listed entity but the powers of Board for PIL are vested with liquidator with effect from 14 October 2019.														

<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>5</sup>	Date of Appointment	Date of cessation
1. Audit Committee	Yes	1. Mr. Umesh Kumar 2. Ms. Deepa Misra Harris 3. Mr. Punit Goenka 4. Mr. Nikhil Chaturvedi	Chairman- Independent Independent Independent Executive	23.05.2019 19.05.2017 20.04.2012 26.08.2020	NA NA NA NA
2. Nomination & Remuneration Committee	Yes	1. Ms. Deepa Misra Harris 2. Mr. Punit Goenka 3. Mr. Umesh Kumar	Chairperson- Independent Independent Independent	22.08.2017 07.08.2014 22-06-2021	NA NA NA
3. Risk Management Committee (if applicable)	NA	NA	NA	NA	NA
4. Stakeholders Relationship Committee	Yes	1. Ms. Deepa Misra Harris 2. Mr. Punit Goenka 3. Mr. Nikhil Chaturvedi 4. Mr. Salil Chaturvedi	Chairperson- Independent Independent Executive Executive	22.08.2017 20.04.2012 20.04.2012 20.04.2012	NA NA NA NA
<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					

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)	Total Number of directors as on date of the meeting (all directors including Independent director)	Number of Directors present (all Directors including Independent Director)	Number of Independent Directors attending the meeting	Maximum gap between any two consecutive (in number of days)	
28.05.2022	13.08.2022	Yes	6	5	3	76	
IV. Meeting of Committees							
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Total Number of directors as on date of the meeting (all directors including Independent director)	Number of Directors Present (All directors including Independent director)	Number of Independent Directors attending the meeting	Number of members attending the meeting (other than Board of Directors)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee - 13.08.2022	Yes	4	4	3	0	28.05.2022	76
Stakeholders Relationship Committee - NIL	NA	NA	NA	NA	NA	NA	NA
Nomination and Remuneration Committee-08.07.2022 and 13.08.2022	Yes	3	3	3	0	NA	NA
CSR Committee	NA	NA	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				Yes			
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee				Yes			
* Approvals of shareholders with respect to applicable material transactions were secured in Annual General Meeting held on 30.09.2022							
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 is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>					Yes	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>					Yes	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>					Yes	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>					NA	
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.					Yes	
7	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	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.					Yes	

For Prozone Intu Properties Limited

Date: 17.10.2022  
Place: Mumbai

Sd/-  
Ajayendra Pratap Jain  
CS & Chief Compliance Officer

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	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	-
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	-
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No	The Chairperson was on emergency travel plan at remote location having no/irregular internet connectivity
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	No	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

For Prozone Intu Properties Limited

Date:17.10.2022

Place: Mumbai

Sd/-

Ajayendra Pratap Jain  
CS & Chief Compliance Officer

**ANNEXURE IV**  
**Additional half yearly Disclosure**

<b>Applicability of disclosure (Applicable/Not applicable)</b>	<b>Not applicable</b>
<b>Reason for non applicability</b>	<b>There are no such transactions.</b>

**I. Disclosure of Loans/ guarantees/comfort letters/securities etc. (refer note below)**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NOT APPLICABLE	
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NOT APPLICABLE		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NOT APPLICABLE		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) Additional information, if any

NOT APPLICABLE

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

NOT APPLICABLE

For Prozone Intu Properties Limited

Date: 17.10.2022  
Place: Mumbai

Sd/-  
Bipin Gurnani  
Whole-time Director & CEO

Sd/-  
Anurag Garg  
CFO