

**ANNEXURE I**

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 30th September 2023- Reg 27(2) of the SEBI (LODR) Regulations, 2015

1	Name of the Listed		Prozone Realty Limited (Formerly Prozone Intu Properties Limited)													
2	Quarter ending		30th September 2023		3		2									
I. Composition of Board of Directors																
Title (Mr./ Ms.)	Name of the Directors	PAN* & DIN	Cateogry (Chairperson /Executive / Non Executive / Independent / Nominee) *	Date of Birth	Whether Director is disqualified ? Start Date & End Date and Current Status	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 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-Non executive-Independent	20.06.1975	NA	NA	-	20.04.2012	01.04.2019 (Second term till 31st March 2024)	NA	114	2	1	3	0	
Ms	Deepa Misra Harris	PAN:AAAPH4355F DIN:00064912	Non executive-Independent	26.10.1958	NA	NA	-	08.02.2016	08.02.2021 (Second term till 7th February 2026 )	NA	91	4	4	4	1	
Mr	Umesh Kumar	PAN: ACCPK4933G DIN: 01733695	Non executive-Independent	18.04.1958	NA	NA	-	23.05.2019	23.05.2019 (First term till 22nd May 2024)	NA	52	1	1	0	1	
Ms	Dipa Hetal Hakani	PAN: AAKPH5620D DIN: 07155347	Non executive-Independent	24.11.1974	NA	NA	-	05.01.2023	05.01.2023 (First term till 4th January 2028)	NA	9	1	1	3	0	
Mr.	Nikhil Chaturvedi	PAN:AABPC9053G DIN:00004983	Executive-MD	01.04.1969	NA	NA	-	27.02.2012	27.02.2023 (Term-three years i.e till 26th Feb 2026)	NA	NA	1	0	2	0	
Mr	Salil Chaturvedi	PAN:ACYPC0862A DIN:00004768	Executive-DMD	22.04.1971	NA	NA	-	27.02.2012	27.02.2023 (Term-three years i.e till 26th Feb 2026)	NA	NA	1	0	1	0	
Mr	Bipin Gurnani	PAN:BIOPA7671Q DIN:07966971	Executive-CEO & WTD	29.01.1969	NA	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								
*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) <sup>5</sup>	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. Nikhil Chaturvedi	Executive	26.08.2020	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. Umesh Kumar	Independent	2021-06-22	NA
		NA	NA		NA
3. Risk Management Committee (if applicable)	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

<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)	
30.05.2023	11.08.2023	Yes	7	6	3	72	
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 11.08.2023	Yes	4	3	2	0	30.05.2023	72
Stakeholders Relationship Committee - NIL	NA	0	0	0	0	NA	NA
Nomination and Remuneration Committee-NIL	NA	0	0	0	0	114	NA
CSR Committee	NA	NA	NA	NA	NA	91	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			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 29.09.2023							
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				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				Yes		
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.				Yes		

For Prozone Realty Limited

Date: 19.10.2023  
Place: Mumbai

Sd/-  
Ajayendra Pratap Jain  
CS & Chief Compliance Officer

Annexure I.... Contd	
Details of cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	YES/NO
Date of Event:	Not Applicable
Brief details of the event	Not Applicable

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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)	Yes	-
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	-
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	-

For Prozone Realty Limited

Date: 19.10.2023  
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>		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc. (refer note below)</b>			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
<b>Entity</b>	<b>Aggregate amount</b>	<b>Balance outstanding at the end of six</b>	
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			
<b>Entity</b>	<b>Type (guarantee,</b>	<b>Aggregate</b>	<b>Balance outstanding at</b>
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:			
<b>Entity</b>	<b>Type of security</b>	<b>Aggregate</b>	<b>Balance outstanding at the</b>
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		
<b>II. Affirmations:</b>			
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 Realty Limited

Date: 19.10.2023  
Place: Mumbai

Sd/-  
Bipin Gurnani  
Whole-time Director & CEO

Sd/-  
Anurag Garg  
CFO