

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 31st December 2021- Reg 27(2) of the SEBI (LODR) Regulations, 2015

1	Name of the Listed			Prozone Intu Properties Limited										
2	Quarter ending			31st March 2023										
I. Composition of Board of Directors														
Title (Mr./ Ms.)	Name of the Directors	PAN ⁵ & DIN	Cateogry (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 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 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+A11	-	20.04.2012	01.04.2019 (Second term till 31st March 2024)	NA	108	2	2	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	85	4	4	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	46	1	1	0	1
Ms	Dipa Hetal Hakani	PAN: AAKPH5620D DIN: 07155347	Independent	24.11.1974	NA	-	05.01.2023	05.01.2023 (First term till 4th January 2028)	NA	3	1	1	0	0
Mr.	Nikhil Chaturvedi	PAN:AABPC9053G DIN:00004983	Executive	01.04.1969	NA	-	27.02.2012	27.02.2023 (Term-three years i.e till 26th Feb 2026)	NA	NA	2	0	1	0
Mr	Salil Chaturvedi	PAN:ACYPC0862A DIN:00004768	Executive	22.04.1971	NA	-	27.02.2012	27.02.2023 (Term-three years i.e till 26th Feb 2026)	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							
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.														
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.														

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent /Nominee) ⁵	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	22-06-2021	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)	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)	
14.11.2022	14.02.2023	Yes	7	7	4	91	
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 - 14.02.2023	Yes	4	4	3	0	14.11.2022	91
Stakeholders Relationship Committee - 14.02.2023	Yes	4	4	2	0	NA	NA
Nomination and Remuneration Committee-NIL	Yes	0	0	0	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. **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 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				Yes		
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee				Yes		
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee				Yes		
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)				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 Intu Properties Limited

Date: 11.04.2023
Place: Mumbai

SD/-
Ajayendra Pratap Jain
CS & Chief Compliance Officer

Annexure II	
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)	
I. Disclosure on website in terms of Listing Regulations	
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Item	Compliance status (Yes/No/NA)
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	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	Yes
Schedule of analyst or institutional investor meet and presentations made	Yes
New name and the old name of the listed entity	NA
Advertisements as per regulation 47 (1)	Yes
Credit rating or revision in credit rating obtained	NA
Separate audited financial statements of each subsidiary of the listed entity	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
It is certified that these contents on the website of the listed entity are correct	Yes

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below	If status is "No" details of non-compliance may be given here.
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	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)	Yes	
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)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from independent directors	25(8) & (9)	Yes	
D & O Insurance for independent directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of	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	

Annual Affirmation

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes	
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ANNEXURE IV
Additional half yearly Disclosure

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

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	NIL	
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		NIL	
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		NIL	
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			

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.

Name:-	NOT APPLICABLE
Designation:- Chief Executive Officer /Chief Financial Officer	
Place:- Mumbai	
Date:-	

Note:-

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

- by a government company to/ for the Government or government company
- by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
- by a banking company or an insurance company ; and
- by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

For Prozone Intu Properties Limited

Date: 20.04.2023

Place: Mumbai

Note: This Certificate is issued based on best of knowledge and information available.

Sd/- Bipin Gurnani CEO & Whole-time Director	Sd/- Anurag Garg Chief Financial Officer
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