

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

Compliance Report on Corporate Governance - Quarter ended on 31st December 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			31st December 2023											
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 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 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-Non executive- Independent	20.06.1975	NA	NA	-	20.04.2012	01.04.2019 (Second term till 31st March 2024)	NA	117	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	94	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	55	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	12	1	1	3	0
Mr.	Nikhil Chaturvedi	PAN: AABPC9053G DIN:00004983	Executive-MID	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

⁶Category of directors means executive / non-executive / independent / nominee. If a director fits into more than one category write all categories separating 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) ⁵	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
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

⁵Category 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)
11.08.2023		10.11.2023		Yes	7	6	3	90
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 10.11.2023	Yes	4	3	2	0	11.08.2023	90	
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	117	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 a. Audit Committee					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)					Not Applicable		
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 Realty Limited

Date: 16.01.2024

Place: Mumbai

Sd/-
Ajayendra Pratap Jain
CS & Chief Compliance Officer

Annexure I.... Contd	
Whether as per Regulation 27(2)(ba) of SEBI LODR Regulations, 2015 there has been cybersecurity 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

For Prozone Realty Limited

Date: 16.01.2024
Place: Mumbai

Sd/-
Ajayendra Pratap Jain
CS & Chief Compliance Officer