

Dated : 30th September 2020

National Stock Exchange of India Limited

Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051

Scrip: PROZONINTU

BSE Limited

Listing Department
P.J. Towers, Dalal Street, Fort
Mumbai 400 001

Scrip: 534675

Dear Sir,

Subject: Result of voting and Scrutinizers Report - 13th AGM held on 29th September 2020

In continuation to our submission dated 29th September 2020 being proceedings of 13th Annual General Meeting (AGM) of the Company held on 29th September 2020, please find enclosed herewith the following documents regarding the voting results of the business transacted at said AGM:

1. Voting results as declared pursuant to Rule 20 of the of The Companies (Management and Administration) Rules 2014 of the Companies Act 2013.
2. Voting results in the format prescribed under Regulation 44 of the SEBI (LODR) Regulations, 2015.
3. Consolidated report of the Scrutinizer on remote e-voting and e-voting done at the AGM.

Please take the same on your record.

Thanking you,

Yours truly,

For Prozone Intu Properties Limited

Ajayendra P. Jain
CS & Chief Compliance Officer

Encl. as above

**Declaration of result of voting in relation to 13th Annual General Meeting of the Company
held on 29th September 2020
(Consolidated results of remote e-voting and e-voting during the AGM)**

In terms of applicable provisions of the Companies Act 2013, Rules made thereunder, Secretarial Standard-2 and SEBI (LODR) Regulations 2015, the Company provided remote e-voting facility and e-voting during the 13th Annual General Meeting (AGM) to its members to vote on all the resolutions which were proposed at the 13th AGM of the Company held on Tuesday, the 29th September 2020 at 3.00 p.m. through Video Conferencing.

The Company had appointed Mr. Hemant Shetye, Partner, HS Associates, Company Secretaries, as Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting during the AGM for the aforementioned AGM. The Scrutinizer has submitted his report after scrutiny of e-voting done by the Shareholders.

On the basis of the above report, it is hereby declared that all proposed resolutions as stated in the notice of the 13th AGM were duly passed with the requisite majority with the following as per details given below:

SN	Description of Resolution	No. of Votes Cast	In favour	Against	Type of resolution
1	Adoption of the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31 st March 2020 including audited Balance Sheet as at 31 st March, 2020 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.	10,05,78,443	10,05,78,066	377	Ordinary
2	Appointment of a Director in place of Mr. Salil Chaturvedi (DIN: 00004768), who retires by rotation and being eligible, offers himself for re-appointment	10,05,78,443	10,05,77,072	1371	Ordinary
3	Reappointment of Ms Deepa Misra Harris (DIN: 00064912) as an Independent Director	10,05,78,443	10,05,77,021	1422	Special

The Scrutinizer's report is annexed herewith.

Thanking You.

Yours truly,

For Prozone Intu Properties Limited

Ajayendra Pratap Jain
CS & Chief Compliance Officer
(As authorized by the Chairman)

Place: Mumbai
Date : 30.09.2020

Prozone Intu Properties Limited

Regulation 44 of SEBI (LODR) Regulations 2015 - Voting result of resolutions passed at AGM held on 29th September 2020

Date of the AGM/EGM	29.09.2020
Total number of shareholders on record date/cut off date	40835
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	Not applicable
Public	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	15
Public	42

Resolution No. 1 : Adoption of audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March 2020 including audited Balance Sheet as at 31st March 2020 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon

Resolution required: (Ordinary/ Special):				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution:				No				
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46160167	46023947	99.70%	46023947	0	100.00%	0.0000
	Poll		0	0.00%	0	0	0.00%	0.0000
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.0000
	Total (a)		46023947	99.70%	46023947	0	100.00%	0.0000
Public- Institutions	E-Voting	10480597	10379541	99.04%	10379541	0	100.00%	0.0000
	Poll		0	0.00%	0	0	0.00%	0.0000
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.0000
	Total (b)		10379541	99.04%	10379541	0	100.00%	0.0000
Public- Non Institutions	E-Voting	95962119	44174955	46.03%	44174578	377	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total (c)		44174955	46.03%	44174578	377	100.00%	0.00%
Total (a) + (b) + (c)		152602883	100578443	65.91%	100578066	377	100.00%	0.00%

Resolution No. 2 : Appointment of a Director in place of Mr. Salil Chaturvedi (DIN: 00004768), who retires by rotation and being eligible, offers himself for re-appointment.								
Resolution required: (Ordinary/ Special):				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution:				No				
Category	Mode of Voting	No of Shares held	No of Votes Polled*	% of Votes polled on Outstanding shares	No of Votes - in Favour*	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46160167	46023947	99.70%	46023947	0	100.00%	0.0000
	Poll		0	0.00%	0	0	0.00%	0.0000
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.0000
	Total (a)		46023947	99.70%	46023947	0	100.00%	0.0000
Public- Institutions	E-Voting	10480597	10379541	99.04%	10379541	0	100.00%	0.0000
	Poll		0	0.00%	0	0	0.00%	0.0000
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.0000
	Total (b)		10379541	99.04%	10379541	0	100.00%	0.0000
Public- Non Institutions	E-Voting	95962119	44174955	46.03%	44173584	1371	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total (c)		44174955	46.03%	44173584	1371	100.00%	0.00%
Total (a) + (b) + (c)		152602883	100578443	65.91%	100577072	1371	100.00%	0.00%

Resolution No. 3 :Reappointment of Ms Deepa Misra Harris (DIN: 00064912) as an Independent Director								
Resolution required: (Ordinary/ Special):				Special				
Whether promoter/ promoter group are interested in the agenda/resolution:				No				
Category	Mode of Voting	No of Shares held	No of Votes Polled	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46160167	46023947	99.70%	46023947	0	100.00%	0.0000
	Poll		0	0.00%	0	0	0.00%	0.0000
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.0000
	Total (a)		46023947	99.70%	46023947	0	100.00%	0.0000
Public- Institutions	E-Voting	10480597	10379541	99.04%	10379541	0	100.00%	0.0000
	Poll		0	0.00%	0	0	0.00%	0.0000
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.0000
	Total (b)		10379541	99.04%	10379541	0	100.00%	0.0000
Public- Non Institutions	E-Voting	95962119	44174955	46.03%	44173533	1422	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	Total (c)		44174955	46.03%	44173533	1422	100.00%	0.00%
Total (a) + (b) + (c)		152602883	100578443	65.91%	100577021	1422	100.00%	0.00%

CONSOLIDATED SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014, as amended]**

To,
The Chairman of the Thirteenth Annual General Meeting of the Equity Shareholders of **Prozone Intu Properties Limited** held on Tuesday, 29th September, 2020 at 3:00 p.m. Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

Dear Sir,

1. I, Mr. Hemant Shetye, Partner of M/s HS Associates, Company secretary in practice, have been appointed as Scrutinizer by the Board of Directors of **Prozone Intu Properties Limited** (the Company) for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the notice dated 31st August, 2020 ("**Notice**") calling Thirteenth Annual General Meeting of Its Equity Shareholders ("**the Meeting**"/"**AGM**"). The AGM was convened on Tuesday 29th September 2020 at 3:00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'). The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with the relevant rules under the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As Scrutinizer, I've to scrutinize:
 - i. process of e-voting from a place other than the venue of the Meeting ("**remote e-voting**") under the provisions of Section 108 of the Act read with Rule 20 of the Rules; and
 - ii. process of e- voting at the Meeting ("**Insta Poll**") under the provisions of Section 108 and 109 of the Act read with Rules 20 and 21 of the Rules.

In view of the outbreak of the COVID-19 pandemic and Social distancing guidelines the AGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India, wherein physical attendance of members was not required and the facility to appoint proxy to attend and cast vote for the members was not be available at the AGM.

Management's Responsibility

2. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("**LODR**") relating to e-voting on the resolutions contained In the Notice calling the AGM.



Scrutinizer's Responsibility

3. My responsibility as Scrutinizer for e-voting process (i.e. by remote e-voting and Insta Poll at the AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by M/s. Link Intime Pvt. Limited the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendance papers/documents produced to me for my verification.

Cut-off date

4. The Equity Shareholders of the Company as on the "cut-off" date, i.e., Tuesday, 22nd September 2020 were entitled to vote on the resolutions (Item nos. 1 to 3 as set out in the Notice calling the AGM)
5. I submit herewith my Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, based on the reports generated by M/s. Link Intime Pvt. Limited and relied upon by me as under:

Item No. 1-Ordinary Resolution:

To receive, consider and adopt the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March 2020 including audited Balance Sheet as at 31st March, 2020 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.

Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (v)
Nos. (i)	As a % of total number of valid votes (Favour and Against) (ii = i / (i+iii) *100)	Nos. (iii)	As a % of total number of valid votes (Favour and Against) (iv =iii/(i+iii) * 100)	
100578066	99.99%	377	0.01%	NA

Item No. 2-Ordinary Resolution:

To appoint a Director in place of Mr. Salil Chaturvedi (DIN: 00004768), who retires by rotation and being eligible, offers himself for re-appointment.

Votes in favour of the resolution		Votes against the Resolution		Invalid votes Nos. (v)
Nos. (i)	As a % of total number of valid votes (Favour and Against) (ii = i / (i+iii) *100)	Nos. (iii)	As a % of total number of valid votes (Favour and Against) (iv =iii/(i+iii) * 100)	
100577072	99.99%	1371	0.01%	NA



(Handwritten signature)

Item No. 3-Special Resolution:

To re-appoint Ms. Deepa Misra Harris (DIN: 00064912) as an Independent Director

Votes in favour of the resolution		Votes against the Resolution		Invalid Votes Nos. (v)
Nos. (i)	As a % of total number of valid votes (Favour and Against) (ii = i / (i+iii) *100)	Nos. (iii)	As a % of total number of valid votes (Favour and Against) (iv =iii/(i+iii) * 100)	
100577021	99.99%	1422	0.01%	NA

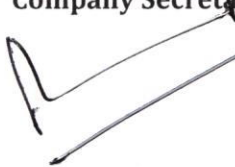

Note: All percentage in above table are rounded off upto 2 decimals.

6. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Restriction on Use

7. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) website of M/s. Link Intime Pvt. Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or in to whose hands it may come without my prior consent in writing.

FOR HS ASSOCIATES
Company Secretaries

Hemant Shetye
Partner
M. No. FCS 2827
COP No. 1483
ICSI UDIN: F002827B000811888

Date: 29th September 2020
Place: Mumbai

Witness : 1. Kunal Sakpal



2. Prathmesh Gaonkar 