

Date: 28th March 2023

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

Subject: Announcement of Postal Ballot Results -Regulation 30 and Regulation 44 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Further to our intimation dated 22nd February 2023 with respect to submission of Postal Ballot Notice, please be informed that the resolution set out in the postal Ballot notice dated 14th February 2023 has been passed by Shareholders through Postal Ballot conducted by remote e-voting process with requisite majority. In this connection, please find attached herewith the following:

1. Voting results pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015.
2. Report of Scrutinizer dated 28th March 2023 issued by Mr. Hemant Shetye, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries.

The voting results along with the scrutinizer's report will also be made available on the Company's website at www.prozoneintu.com

This is for your information and records.

Thanking You,

Yours truly,

For Prozone Intu Properties Limited

Ajayendra Pratap Jain
CS and Chief Compliance Officer

Encl: as above

Prozone Intu Properties Limited

Regulation 44 of SEBI (LODR) Regulations 2015 - Voting result of resolutions passed through Postal Ballot

Cut-off date for Postal ballot and date of issue of Postal ballot Notice (PBN)	17.02.2023 and 22.02.2023
Start and End time of Postal Ballot E-voting	Start time: Thursday, 23rd February 2023 (9.00 a.m.) end time: Friday, 24th March 2023 (5.00 p.m.)
Total number of shareholders on record date/cut off date	74,048
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not applicable

Resolution No. 1 : Appointment of Ms. Dipa Hetal Hakani (DIN: 07155347) as an Independent Director of the Company								
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	Remote E-Voting	38092902	33614423	88.2433	33614423	0	100.000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		33614423	88.2433	33614423	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8175586	4596070	56.2170	4596070	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (b)		4596070	56.2170	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	106334395	2835207	2.6663	2809034	26173	99.0769	0.9231
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		2835207	2.6663	2809034	26173	99.0769	0.9231
Total (a) + (b) + (c)		152602883	41045700	26.8971	41019527	26173	99.9362	0.0638

SCRUTINIZER'S REPORT

To,
The Chairman,
Prozone Intu Properties Limited.
105/106, Provogue House,
Off New Link Road, Andheri (West),
Mumbai – 400 053.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted through Electronic Voting System as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

PROZONE INTU PROPERTIES LIMITED ("the Company") vide, resolution passed by its Board of Directors at their meeting held on Tuesday, February 14, 2023, appointed Mr. Hemant Shetye (Membership No. FCS 2827 and COP No. 1483), Designated Partner, HSPN & Associates LLP, Practicing Company Secretary, Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (as amended).

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, read with MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated 5th May, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") ("herein collectively referred to as MCA Circulars"), the Company has sent the Postal Ballot Notice dated February 14, 2023 and Explanatory Statement under Section 102 of the Companies Act, 2013 by email only to members who have registered their e-mail address with the Company/ Depositories.

As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.



HSPN & ASSOCIATES LLP

The Company has published an advertisement on Thursday, 23rd February, 2023 in Financial Express, an English Newspaper having national-wide circulation and in Mumbai Lakshadeep, Marathi newspaper regarding completion of dispatch of Notice of Postal Ballot on Wednesday, 22nd February 2023 and also specifying therein the matters prescribed in the rules with regard to e-voting.

The Company has appointed National Securities Depository Limited ("NSDL") for facilitating e-Voting to enable the members to cast their votes electronically (herein referred to as "Remote e-Voting").

Members whose names appeared on the Register of Members / List of Beneficial Owners as on the close of business hours on Friday, 17th February 2023 ("Cut-off date") were considered for the purpose of Remote e-Voting. The Remote e-Voting period commenced on Thursday, 23rd February 2023 (9.00 a.m.) IST and ended on Friday, 24th March 2023 (5.00 p.m.) IST.

Thereafter, the votes cast by the members under the Remote e-Voting facility were unblocked and downloaded from the e-voting website www.evoting.nsdl.com in the presence of two witnesses who were not in employment of the Company.

The votes received electronically from members till Friday, 24th March 2023 (5.00 p.m.) IST being the last date and time fixed by the Company for postal ballot were considered for my scrutiny. In view of the same, the summary of Remote e-Voting confirmations received is given below:

Resolution No. 1: Special Business – Special Resolution

Appointment of Ms. Dipa Hakani (DIN: 07155347) as an Independent Director of the company

	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As % of total number of valid votes (Favor and Against)(iii=ii / (ii+iv) *100)	Nos. (iv)	As % of total number of valid votes (Favor and Against) (v =iv / (ii+iv)* 100)	
Appointment of Ms. Dipa Hakani (DIN: 07155347) as an Independent Director of the company	4,10,19,527	99.94%	26,173	0.06%	NIL



From the above summary it is concluded that the Special Resolution has been passed with requisite majority.

Thanking you,

Date: 28/03/2023

Place: Mumbai

ICSI UDIN: F002827D003328886

Peer Review No: 2507/2022

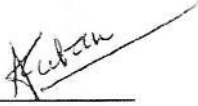


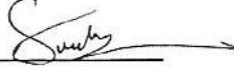
For HSPN & Associates LLP
Company Secretaries,

HEMANT SHIRWADKAR
SHIRWADKAR & SHETYE

Mr. Hemant Shetye
Designated Partner
FCS No. -2827
COP No. -1483

Witness:

1. **Mr. Ketan Shirwadkar:** 
206, 2nd Floor,
Tantia Jogani Industrial Estate,
J.R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel East, Mumbai - 400011.

2. **Mr. Suyash Chalke:** 
206, 2nd Floor,
Tantia Jogani Industrial Estate,
J.R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel East, Mumbai - 400011.

To be counter signed by



Mr. Ajayendra Pratap Jain
Company Secretary & Chief Compliance Officer

