

Date: 20<sup>th</sup> January 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 20<sup>th</sup> December 2022 with respect to submission of Postal Ballot Notice, please be informed that the resolutions set out in the postal Ballot notice dated 16<sup>th</sup> December 2022 have 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 20<sup>th</sup> January 2023 issued by Mr. Omkar Dindorkar Partner of M/s. MMJB & Associates, 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](http://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)	16.12.2022 and 20.12.2022
Start and End time of Postal Ballot E-voting	Wednesday, 21st December 2022 (9.00 a.m.) to Thursday, 19th January 2023 (5.00 p.m.)
Total number of shareholders on record date/cut off date	80,223
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 : Change in name of the Company from 'Prozone Intu Properties Limited' to 'Prozone Realty Limited' and consequential alteration to MOA and AOA 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	41717549	37239070	89.2648	37239070	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
	<b>Total (a)</b>		<b>37239070</b>	<b>89.2648</b>	<b>37239070</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	Remote E-Voting	8495770	4596070	54.0983	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
	<b>Total (b)</b>		<b>4596070</b>	<b>54.0983</b>	<b>4596070</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	102389564	3316778	3.2394	3307546	9232	99.7217	0.2783
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total (c)</b>		<b>3316778</b>	<b>3.2394</b>	<b>3307546</b>	<b>9232</b>	<b>99.7217</b>	<b>0.2783</b>
<b>Total (a) + (b) + (c)</b>		<b>152602883</b>	<b>45151918</b>	<b>29.5879</b>	<b>45142686</b>	<b>9232</b>	<b>99.9796</b>	<b>0.0204</b>

<b>Resolution No. 2 : Increase in the limits applicable for extending loans, making investments, and providing guarantee(s) or security under Section 186 of the Companies Act, 2013</b>								
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
<b>Promoter and Promoter Group</b>	Remote E-Voting	41717549	37239070	89.2648	37239070	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
	<b>Total (a)</b>		<b>37239070</b>	<b>89.2648</b>	<b>37239070</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	Remote E-Voting	8495770	4596070	54.0983	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
	<b>Total (b)</b>		<b>4596070</b>	<b>54.0983</b>	<b>4596070</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	Remote E-Voting	102389564	3316477	3.2391	3306569	9908	99.7012	0.2988
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total (c)</b>		<b>3316477</b>	<b>3.2391</b>	<b>3306569</b>	<b>9908</b>	<b>99.7012</b>	<b>0.2988</b>
<b>Total (a) + (b) + (c)</b>		<b>152602883</b>	<b>45151617</b>	<b>29.5877</b>	<b>45141709</b>	<b>9908</b>	<b>99.9781</b>	<b>0.0219</b>

<b>Resolution No. 3 : Reclassification of the certain Promoter of the Company along with his persons acting in concert (PACs) and a private family trust, an entity forming part of the promoter</b>								
Resolution required: (Ordinary/ Special):				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution:				Yes but not voted on resolution				
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
<b>Promoter and Promoter Group</b>	Remote E-Voting	41717549	33645923	80.6517	33645923	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
	<b>Total (a)</b>		<b>33645923</b>	<b>80.6517</b>	<b>33645923</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Institutions</b>	Remote E-Voting	8495770	4596070	54.0983	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
	<b>Total (b)</b>		<b>4596070</b>	<b>54.0983</b>	<b>4596070</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public- Non Institutions</b>	Remote E-Voting	102389564	3316376	3.2390	3299503	16873	99.4912	0.5088
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total (c)</b>		<b>3316376</b>	<b>3.2390</b>	<b>3299503</b>	<b>16873</b>	<b>99.4912</b>	<b>0.5088</b>
<b>Total (a) + (b) + (c)</b>		<b>152602883</b>	<b>41558369</b>	<b>27.2330</b>	<b>41541496</b>	<b>16873</b>	<b>99.9594</b>	<b>0.0406</b>

# *MMJB & Associates LLP*

## Company Secretaries

803-804, Ecstasy, City of Joy, JSD Road, Mulund - West, Mumbai - 400080, (T) 21678100

**Report of Scrutinizer for voting through e-voting on Postal Ballot**  
**[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of**  
**the Companies (Management and Administration) Rules 2014]**

To,  
Company Secretary & Chief Compliance Officer,  
Authorized Representative,  
Prozone Intu Properties Limited  
105/106, Ground Floor, Dream Square,  
Dalia Industrial Estate, Off New Link Road,  
Andheri West, Mumbai - 400053

Dear Sir,

**Scrutinizer's Report on voting through e-voting for Postal Ballot in terms of Section 108 and**  
**110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management &**  
**Administration) Rules, 2014**

- A. Pursuant to the resolution passed by the Board of Directors of **Prozone Intu Properties Limited** (hereinafter referred as "**the Company**") on November 14, 2022 I, Omkar Dindorkar, Designated Partner of M/s. MMJB & Associates LLP, Practicing Company Secretaries, have been appointed as a Scrutinizer to receive, scrutinize and process the postal ballot process and the votes cast respect of the resolutions set out in the Postal Ballot Notice dated December 16, 2022 (hereinafter referred as "**Notice**").
- B. Member's approval was sought for approving the following special business:
- i. Change in name of the Company from 'Prozone Intu Properties Limited' to 'Prozone Realty Limited' and consequential alteration to MOA and AOA of the Company;
  - ii. Increase in the limits applicable for extending loans, making investments, and providing guarantee(s) or security under Section 186 of the Companies Act, 2013;
  - iii. Reclassification of the certain Promoter of the Company along with his persons acting in concert (PACs) and a private family trust, an entity forming part of the promoter group from the Promoter category to the Public Category.
- C. Pursuant to Section 108 and 110 of the Act and Rule 20 and 22 of Companies (Management & Administration) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Company has confirmed that the electronic copy of the Notice and explanatory statement along with the process of e-voting were sent to the shareholders whose e-mail addresses were registered with the Depository Participant(s)/Registrar and Share Transfer Agent of the Company for communication purposes in compliance with MCA Circulars dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020, 23<sup>rd</sup> June 2021, 8<sup>th</sup> December 2021, 5<sup>th</sup> May 2022 and SEBI Circular dated 12<sup>th</sup> May, 2020, 28<sup>th</sup> September 2020 and 15<sup>th</sup> January, 2021 and applicable provisions of the SEBI (Listing

Regulations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India. The Company completed dispatch of Notice along with explanatory statement via electronic mode on Tuesday, December 20, 2022 to those members whose name(s) appeared on the Register of Members/ List of beneficiaries as on Friday, December 16, 2022 ("**cut-off-date**").

- D. The remote e-voting facility was provided by National Securities Depository Limited ("NSDL").
- E. Members were required to communicate their assent or dissent only through remote e-voting system in terms of the said MCA Circulars.
- F. The e-voting period commenced on Wednesday, December 21, 2022, at 9.00 A.M. (IST) and ended on Thursday, January 19, 2023, at 5.00 P.M. (IST) for voting through e-voting.
- G. The e-voting was blocked at 5:00 P.M. (IST) on Thursday, January 19, 2023, and the e-voting summary statement was downloaded from the e-voting website of NSDL.
- H. The Members holding shares as on the "cut off" date i.e., Friday, December 16, 2022, were entitled to vote on the proposed resolutions.
- I. The register, in accordance with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.
- J. Regulation 31A (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that in the event of re-classification of promoter(s) as public shareholders, the promoter(s) seeking re-classification and persons related to such promoter(s) shall not vote to approve such re-classification request. Accordingly, from the list given by the Company to us, we have reconciled the list of promoter(s) whose shares are getting re-classified and all the persons related to the such Promoter(s) and we have excluded their voting while finalizing the voting results for agenda number 3 which is given in below table.

Result of the Postal Ballot through e-voting is as under:

**Resolution Item No. 1: Special Resolution:**

**Change in name of the Company from 'Prozone Intu Properties Limited' to 'Prozone Realty Limited' and consequential alteration to MOA and AOA of the Company.**

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 through Postal Ballot	41717549	37239070	89.26	37239070	0	100.00	0.00
Public Institutions		8495770	4596070	54.10	4596070	0	100.00	0.00
Public Non-Institutions		102389564	3316778	3.24	3307546	9232	99.72	0.28
<b>Total</b>		<b>152602883</b>	<b>45151918</b>	<b>29.59</b>	<b>45142686</b>	<b>9232</b>	<b>99.98</b>	<b>0.02</b>

**Resolution Item No. 2: Special Resolution:**

**Increase in the limits applicable for extending loans, making investments, and providing guarantee(s) or security under Section 186 of the Companies Act, 2013.**

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 through Postal Ballot	41717549	37239070	89.26	37239070	0	100.00	0.00
Public Institutions		8495770	4596070	54.10	4596070	0	100.00	0.00
Public Non-Institutions		102389564	3316477	3.24	3306569	9908	99.70	0.30
<b>Total</b>		<b>152602883</b>	<b>45151617</b>	<b>29.59</b>	<b>45141709</b>	<b>9908</b>	<b>99.98</b>	<b>0.02</b>

**Resolution Item No. 3: Ordinary Resolution:**

**Reclassification of the certain Promoter of the Company along with his persons acting in concert (PACs) and a private family trust, an entity forming part of the promoter group from the Promoter category to the Public Category.**

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 through Postal Ballot	41717549	33645923	80.65	33645923	0	100.00	0.00
Public Institutions		8495770	4596070	54.10	4596070	0	100.00	0.00
Public Non-Institutions		102389564	3316376	3.24	3299503	16873	99.49	0.51
<b>Total</b>		<b>152602883</b>	<b>41558369</b>	<b>27.23</b>	<b>41541496</b>	<b>16873</b>	<b>99.96</b>	<b>0.04</b>



- K.** The aforesaid resolutions were passed by requisite majority.  
**L.** Number of votes polled does not include number of votes abstained.

All the aforesaid resolutions were passed with requisite majority.

**For MMJB & Associates LLP,  
Practicing Company Secretaries**

**For Prozone Intu Properties Limited,**

**Mr. Omkar Dindorkar**  
**Designated Partner**  
**ACS No.:** 43029  
**CP No.:** 24580  
**PR No.:** 2826/2022  
**UDIN:** A043029D003021015  
**Place:** Mumbai  
**Date:** 20.01.2023

**Mr. Ajayendra Pratap Jain**  
**Company Secretary & Chief Compliance Officer**  
**Place:** Mumbai