

Prozone Realty Limited

(Formerly known as 'Prozone Intu Properties Limited' till 24th May 2023)

Dated: 29th September 2023

National Stock Exchange of India Limited

Exchange Plaza

Bandra Kurla Complex, Bandra (E)

Mumbai 400 051

Scrip: PROZONER

BSE Limited

Listing Department

P.J. Towers, Dalal Street, Fort

Mumbai 400 001

Scrip: 534675

Dear Sir,

Subject: Result of voting and Scrutinizers Report - 16th AGM held on 29th September 2023

In continuation to our submission dated 29th September 2023 being proceedings of 16th Annual General Meeting (AGM) of the Company held on 29th September 2023, please find enclosed herewith the following documents regarding the voting results of the business transacted at said AGM:

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

Further please be informed that Mr. Punit Goenka, Chairman of the abovementioned AGM authorized Mr. Ajayendra Pratap Jain, CS & Chief Compliance Officer to declare the consolidated results of remote e-voting and e-voting at the AGM.

Please take the same on your record.

Thanking you,

Yours truly,

For Prozone Realty Limited

Ajayendra P. Jain

CS & Chief Compliance Officer

Encl. as above

PROZONE REALTY LIMITED

(Formerly known as 'Prozone Intu Properties Limited' upto 24th May 2023)

Regd. Office : 105/106, Ground Floor, Dream Square, Dalia Industrial Estate, Off New Link Road, Andheri (W), Mumbai – 400 053

CIN: L45200MH2007PLC174147 | T: +91 22 6823 9000/ 9001

Email: investorservice@prozoneintu.com | Website: www.prozoneintu.com

Prozone Realty Limited

Regulation 44 of SEBI (LODR) Regulations 2015 - Voting result of resolutions passed at AGM held on 29th September 2023

Date of the AGM/EGM	29-09-2023
Total number of shareholders on record date/cut off date	70514
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	5
Public	41

Resolution No. 1 : Adoption of audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March 2023 including audited Balance Sheet as at 31st March 2023 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	Remote E-Voting	37391586	19732571	52.7728	19732571	0	100.0000	0.0000
	AGM E-Voting		5000	0.0134	5000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		19737571	52.7862	19737571	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8175994	4596070	56.2142	4596070	0	100.0000	0.0000
	AGM E-Voting		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	56.2142	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	107035303	8323464	7.7764	8323352	112	99.9987	0.0013
	AGM E-Voting		381085	0.3560	381085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		8704549	8.1324	8704437	112	99.9987	0.0013
Total (a) + (b) + (c)		152602883	33038190	21.6498	33038078	112	99.9997	0.0003

Resolution No. 2 :To appoint a Director in place of Mr. Bipin Gurnani (DIN: 07966971), 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:				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
Promoter and Promoter Group	Remote E-Voting	37391586	19732571	52.7728	19732571	0	100.0000	0.0000
	AGM E-Voting		5000	0.0134	5000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		19737571	52.7862	19737571	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8175994	4596070	56.2142	4596070	0	100.0000	0.0000
	AGM E-Voting		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	56.2142	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	107035303	8313030	7.7666	8312388	642	99.9923	0.0077
	AGM E-Voting		381085	0.3560	381085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		8694115	8.1226	8693473	642	99.9926	0.0074
Total (a) + (b) + (c)		152602883	33027756	21.6429	33027114	642	99.9981	0.0019

Resolution No. 3 : To reappoint Mr Umesh Kumar (DIN: 01733695) 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	Remote E-Voting	37391586	19732571	52.7728	19732571	0	100.0000	0.0000
	AGM E-Voting		5000	0.0134	5000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		19737571	52.7862	19737571	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8175994	4596070	56.2142	4596070	0	100.0000	0.0000
	AGM E-Voting		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	56.2142	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	107035303	8323464	7.7764	8323152	312	99.9963	0.0037
	AGM E-Voting		381085	0.3560	381085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		8704549	8.1324	8704237	312	99.9964	0.0036
Total (a) + (b) + (c)		152602883	33038190	21.6498	33037878	312	99.9991	0.0009

Resolution No. 4 : To consider, approve and ratify the investment made by Calendula Commerce Private Limited (CCPL) in Optionally Convertible Debentures issued by Prozone								
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	Remote E-Voting	37391586	0	0.0000	0	0	0.0000	0.0000
	AGM E-Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote E-Voting	8175994	4596070	56.2142	4596070	0	100.0000	0.0000
	AGM E-Voting		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	56.2142	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	107035303	8313030	7.7666	8312317	713	99.9914	0.0086
	AGM E-Voting		381085	0.3560	381085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		8694115	8.1226	8693402	713	99.9918	0.0082
Total (a) + (b) + (c)		152602883	13290185	8.7090	13289472	713	99.9946	0.0054

Resolution No. 5 : To consider, approve and ratify the investment made by Hagwood Commercial Developers P Ltd. (Hagwood) in Compulsory Convertible Preference Shares (CCPS) issued by Alliance Mall Developers Co P. Ltd. (Alliance).								
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
Promoter and Promoter Group	Remote E-Voting	37391586	0	0.0000	0	0	0.0000	0.0000
	AGM E-Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote E-Voting	8175994	4596070	56.2142	4596070	0	100.0000	0.0000
	AGM E-Voting		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	56.2142	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	107035303	8313030	7.7666	8312343	687	99.9917	0.0083
	AGM E-Voting		381085	0.3560	381085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		8694115	8.1226	8693428	687	99.9921	0.0079
Total (a) + (b) + (c)		152602883	13290185	8.7090	13289498	687	99.9948	0.0052

Resolution No. 6 : To consider, approve and ratify the giving and/or availing of loan between related parties.								
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
Promoter and Promoter Group	Remote E-Voting	37391586	0	0.0000	0	0	0.0000	0.0000
	AGM E-Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote E-Voting	8175994	4596070	56.2142	4596070	0	100.0000	0.0000
	AGM E-Voting		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	56.2142	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	107035303	8313030	7.7666	8312317	713	99.9914	0.0086
	AGM E-Voting		381085	0.3560	381085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		8694115	8.1226	8693402	713	99.9918	0.0082
Total (a) + (b) + (c)		152602883	13290185	8.7090	13289472	713	99.9946	0.0054

Resolution No. 7 : To consider, approve and ratify the transactions related to corporate guarantee.								
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	Remote E-Voting	37391586	0	0.0000	0	0	0.0000	0.0000
	AGM E-Voting		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Remote E-Voting	8175994	4596070	56.2142	4596070	0	100.0000	0.0000
	AGM E-Voting		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	56.2142	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	107035303	8313030	7.7666	8312317	713	99.9914	0.0086
	AGM E-Voting		381085	0.3560	381085	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		8694115	8.1226	8693402	713	99.9918	0.0082
Total (a) + (b) + (c)		152602883	13290185	8.7090	13289472	713	99.9946	0.0054

Prozone Realty Limited

(Formerly known as 'Prozone Intu Properties Limited' till 24th May 2023)

Declaration of result of voting in relation to 16th Annual General Meeting of the Company held on 29th September 2023 (Consolidated results of remote e-voting and e-voting at 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 16th Annual General Meeting (AGM) to its members to vote on all the resolutions which were proposed at the 16th AGM of the Company held on Friday, the 29th September 2023 at 1.00 p.m. through Video Conferencing.

The Company had appointed Mr. Hemant Shetye, Partner, HSPN & Associates LLP, Practicing Company Secretaries, as Scrutinizer for the purpose of scrutinizing the remote e-voting and e-voting at the AGM for the aforementioned AGM. The Scrutinizer had 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 16th AGM were duly passed with the requisite majority as per details given below:

SN	Description of Resolution	No. of Votes Cast	Votes in favour	Votes against	Type of resolution
1	To receive, consider and adopt the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31 st March 2023 including audited Balance Sheet as at 31 st March, 2023 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.	33038190	33038078 99.9997%	112 0.0003%	Ordinary
2	To appoint a Director in place of Mr. Bipin Gurnani (DIN: 07966971), who retires by rotation and being eligible, offers himself for re-appointment.	33027756	33027114 99.9981%	642 0.0019%	Ordinary
3	To reappoint Mr Umesh Kumar (DIN: 01733695) as an Independent Director	33038190	33037878 99.9991%	312 0.0009%	Special
4	To consider, approve and ratify the investment made by Calendula Commerce Private Limited (CCPL) in Optionally Convertible Debentures issued by Prozone Developers & Realtors Pvt. Ltd.	13290185	13289472 99.9946%	713 0.0054%	Ordinary

PROZONE REALTY LIMITED

(Formerly known as 'Prozone Intu Properties Limited' upto 24th May 2023)

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CIN: L45200MH2007PLC174147 | T: +91 22 6823 9000/ 9001

Email: investorservice@prozoneintu.com | Website: www.prozoneintu.com

5	To consider, approve and ratify the investment made by Hagwood Commercial Developers P Ltd. (Hagwood) in Compulsory Convertible Preference Shares (CCPS) issued by Alliance Mall Developers Co P. Ltd. (Alliance).	13290185	13289498 99.9948%	687 0.0052%	Ordinary
6	To consider, approve and ratify the giving and/or availing of loan between related parties	13290185	13289472 99.9946%	713 0.0054%	Ordinary
7	To consider, approve and ratify the transactions related to corporate guarantee	13290185	13289472 99.9946%	713 0.0054%	Ordinary

The Scrutinizer's report is annexed herewith.

Thanking You.

Yours truly,

For Prozone Realty Limited

Ajayendra Pratap Jain

CS & Chief Compliance Officer

(As authorized by the Chairman)

Place: Mumbai

Date: 29.09.2023

PROZONE REALTY LIMITED

(Formerly known as 'Prozone Intu Properties Limited' upto 24th May 2023)

Regd. Office : 105/106, Ground Floor, Dream Square, Dalia Industrial Estate, Off New Link Road, Andheri (W), Mumbai – 400 053

CIN: L45200MH2007PLC174147 | T: +91 22 6823 9000/ 9001

Email: investorservice@prozoneintu.com | Website: www.prozoneintu.com



HSPN & ASSOCIATES, LLP

COMPANY SECRETARIES

LLPIN: AAZ-8456 | Unique Code: L2021MHE011400
(Formerly known as HS ASSOCIATES
Unique Code: P2007MH004300)

HEMANT S. SHETYE (Designated Partner)
B.COM., LLB(Gen.), FCS
Insolvency Professional

206, 2nd Floor, Tantia Jogani Industrial Estate,
J. R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel (E), Mumbai - 400 011.
Tel: 022 23088998/23008998/40026600/40061100
Email: hs@hspnassociates.in
Web.: www.hspnassociates.in

SCRUTINIZER'S REPORT

Date: 29th September, 2023

To,

The Chairman,

Prozone Realty Limited (Formerly being known as Prozone Intu Properties Limited)

105/106, Ground Floor,

Dream Square, Dalia Industrial Estate,

Off New Link Road,

Andheri West, Mumbai- 400053.

Re: Consolidated Scrutinizer's Report on voting through remote E-voting and E-voting during the course of 16th Annual General Meeting held on 29th September, 2023 at 1.00 P.M. in terms of provisions of the Companies Act, 2013 read with the Rules and Circulars issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars issued thereunder.

Dear Sir,

A. I, Mr. Hemant Shetye, Designated Partner of M/s HSPN & Associates LLP, Practicing Company Secretaries, appointed as a scrutinizer vide Board Resolution dated **11th August, 2023** to conduct the following: -

To Scrutinize Remote E-voting process and the E-Voting facility offered to the shareholders of the Company during the course of 16th Annual General Meeting (hereinafter referred as AGM) held on **Friday, 29th September, 2023, at 1.00 P.M.**, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolutions mentioned in the notice of 16th Annual General Meeting dated **11th August, 2023**.

The voting rights were reckoned as on **Friday 22nd September, 2023** being the Cut-off date for the purpose of deciding the entitlements of members eligible for voting on the Resolutions.

The AGM was held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) pursuant to provisions of the Companies Act, 2013 & Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read circular dated May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 read with the circular dated April 8, 2020, April 13, 2020 and December 28, 2022 (collectively referred as



“MCA circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (collectively referred to as “SEBI Circulars”), where in physical attendance of Members was not required and facility to appoint proxy to attend and cast vote for members was not available at the AGM.

B. I have also attended the AGM through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) as per the specific Login ID for Scrutinizer provided by Company.

C. The Company had availed remote E-voting facility offered by **Link Intime India Pvt Ltd. Registrar & Share Transfer Agent** ('RTA') for the purpose of E-voting by the members of the Company from **Tuesday, 26th September, 2023 (from 9.00 a.m. IST)** and ended on **Thursday, 28th September, 2023 (till 5.00 p.m. IST)**. The E-voting facility was also offered during the course of AGM for the members who had not voted on the resolutions through remote E-voting facility, the E-voting platform was blocked thereafter.

D. The votes cast under the remote E-voting facility and E-voting during AGM were thereafter unblocked and counted after the conclusion of the voting at the AGM in the presence of two witnesses (Names, Address and signature given below) who were not in employment of the Company.

E. I have scrutinized and reviewed the remote E-voting and E-voting during the AGM tendered therein based on the data downloaded from the Link Intime India Pvt Ltd. E-voting system.

F. The management of the company is responsible to ensure the compliance with the requirements of the companies Act, 2013 and the rules relating to AGM by Video Conferencing (VC)/ Other Audio Visual Means (OAVM) and the E-voting on the resolutions contained in the notice of the AGM, my responsibility as a scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the total votes cast, votes in favor and against including invalid votes (if any) on resolutions contained in the said notice, based on the Report generated from the E-voting system provided by Link Intime India Pvt Ltd.

G. I have scrutinized and reviewed the entire e-voting process and votes tendered therein as per the data downloaded from the Link Intime India Pvt Ltd. E-voting system, and on the basis of the votes received on the same, I hereby report the following:



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Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii = ii / (ii + iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v = iv / (ii + iv) * 100)$	
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 2023 including audited Balance Sheet as at 31st March 2023 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.	3,30,38,078	99.9997	112	0.0003	NIL

Note:

- i) Decimals up to 4 digits have been considered.
- ii) Abstained shares are not considered in calculation of total voting for and against.
- iii) Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 1 is passed with requisite majority.



HSPN & ASSOCIATES LLP

Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv) * 100)	
Item No. 2- Ordinary Resolution: To appoint a Director in place of Mr. Bipin Gurnani (DIN: 07966971), who retires by rotation and being eligible, offers himself for re-appointment.	3,30,27,114	99.9981	642	0.0019	NIL

Note:

- i) Decimals up to 4 digits have been considered.
- ii) Abstained shares are not considered in calculation of total voting for and against.
- iii) Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 2 is passed with requisite majority.



HSPN & ASSOCIATES LLP

Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v=iv / (ii+iv) * 100)$	
Item No. 3- Special Resolution: Special Business To reappoint Mr Umesh Kumar (DIN: 01733695) as an Independent Director.	3,30,37,878	99.9991	312	0.0009	NIL

Note:

- i) Decimals up to 4 digits have been considered.
- ii) Abstained shares are not considered in calculation of total voting for and against.
- iii) Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Special Resolution** as contained in Item No. 3 is passed with requisite majority.



HSPN & ASSOCIATES LLP

Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v = iv / (ii+iv) * 100)$	
Item No. 4- Ordinary Resolution: Special Business To confirm, ratify and approve the investment made by Calendula Commerce Private Limited (CCPL) in Optionally Convertible Debentures issued by Prozone Developers & Realtors P. Ltd.	1,32,89,472	99.9946	713	0.0054	NIL

Note:

- i) Decimals up to 4 digits have been considered.
- ii) Abstained shares are not considered in calculation of total voting for and against.
- iii) Since above resolution is as per Regulation 23 of SEBI (LODR), Promoters being interested are abstained from voting.
- iv) Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 4 is passed with requisite majority.



HSPN & ASSOCIATES LLP

Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v = iv / (ii+iv) * 100)$	
Item No. 5- Ordinary Resolution: Special Business To confirm, ratify and approve the investment made by Hagwood Commercial Developers P Ltd. (Hagwood) in Compulsory Convertible Preference Shares (CCPS) issued by Alliance Mall Developers Co P. Ltd. (Alliance).	1,32,89,498	99.9948	687	0.0052	NIL

Note:

- i) Decimals up to 4 digits have been considered.
- ii) Abstained shares are not considered in calculation of total voting for and against.
- iii) Since above resolution is as per Regulation 23 of SEBI (LODR), Promoters being interested are abstained from voting.
- iv) Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 5 is passed with requisite majority.



Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) $(iii=ii / (ii+iv) * 100)$	Nos. (iv)	As a % of total number of valid votes (Favour and Against) $(v = iv / (ii+iv) * 100)$	
Item No. 6- Ordinary Resolution: Special Business To confirm, ratify and approve the giving and/or availing of loan between related parties	1,32,89,472	99.9946	713	0.0054	NIL

Note:

- i) Decimals up to 4 digits have been considered.
- ii) Abstained shares are not considered in calculation of total voting for and against.
- iii) Since above resolution is as per Regulation 23 of SEBI (LODR), Promoters being interested are abstained from voting.
- iv) Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 6 is passed with requisite majority.



HSPN & ASSOCIATES LLP

Item No. of the Notice (i)	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favour and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favour and Against) (v =iv/ (ii+iv) * 100)	
Item No. 7- Ordinary Resolution: Special Business To confirm, ratify and approve the transactions related to corporate guarantee	1,32,89,472	99.9946	713	0.0054	NIL

Note:

- i) Decimals up to 4 digits have been considered.
- ii) Abstained shares are not considered in calculation of total voting for and against.
- iii) Since above resolution is as per Regulation 23 of SEBI (LODR), Promoters being interested are abstained from voting.
- iv) Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 7 is passed with requisite majority.



HSPN & ASSOCIATES LLP

H. 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.

I. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchange i.e. BSE Limited and National Stock Exchange of India Ltd., (ii) placing on website of the Company and (iii) website of Link Intime India Pvt Ltd. 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 HSPN & Associates LLP,
Company Secretaries,

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

Date: 29th September, 2023
Place: Mumbai
ICSI UDIN: F002827E001133693
Peer Review No:2507/2022

Name: Mrs. Mahalaxmi Kallarakal
Witness 1
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Tantia Jogani Industrial Estate,
J. R. Boricha Marg, Lower Parel (E),
Mumbai- 400 011.

Name: Mr. Abhishek Rai
Witness 2
Address: 206, 2nd Floor,
Tantia Jogani Industrial Estate,
J. R. Boricha Marg, Lower Parel (E),
Mumbai- 400 011.

To be counter signed by

Mr. Ajayendra Jain
CS & Chief Compliance Officer