

Dated : 1<sup>st</sup> October 2021

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 - 14<sup>th</sup> AGM held on 30<sup>th</sup> September 2021**

In continuation to our submission dated 1<sup>st</sup> October 2021 being proceedings of 14<sup>th</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September 2020, 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. Umesh Kumar, 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 Intu Properties Limited

  
Ajayendra P. Jain  
CS & Chief Compliance Officer



Encl. as above

Prozone Intu Properties Limited

Regulation 44 of SEBI (LODR) Regulations 2015 - Voting result of resolutions passed at AGM held on 30th September 2021

Date of the AGM/EGM	30-09-2021
Total number of shareholders on record date/cut off date	81150
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	11
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 2021 including audited Balance Sheet as at 31st March 2021 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	42463150	37984671	89.4533	37984671	0	100.0000	0.0000
	AGM E-Voting		171225	0.4032	171225	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	-0.0000	0.0000
	<b>Total (a)</b>		<b>38155896</b>	<b>89.8565</b>	<b>38155896</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	Remote E-Voting	10015584	10011070	99.9549	10011070	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
	<b>Total (b)</b>		<b>10011070</b>	<b>99.9549</b>	<b>10011070</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	100124149	44063313	44.0087	44062838	475	99.9989	0.0011
	AGM E-Voting		2047	0.0020	2047	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total (c)</b>		<b>44065360</b>	<b>44.0107</b>	<b>44064885</b>	<b>475</b>	<b>99.9989</b>	<b>0.0011</b>
<b>Total (a) + (b) + (c)</b>		<b>152602883</b>	<b>92232326</b>	<b>60.4394</b>	<b>92231851</b>	<b>475</b>	<b>99.9995</b>	<b>0.0005</b>



**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:				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	42463150	8380641	19.7363	8380641	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
	<b>Total (a)</b>		<b>8380641</b>	<b>19.7363</b>	<b>8380641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	Remote E-Voting	10015584	10011070	99.9549	10011070	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
	<b>Total (b)</b>		<b>10011070</b>	<b>99.9549</b>	<b>10011070</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	100124149	44063313	44.0087	44062313	1000	99.9977	0.0023
	AGM E-Voting		2047	0.0020	2047	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total (c)</b>		<b>44065360</b>	<b>44.0107</b>	<b>44064360</b>	<b>1000</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total (a) + (b) + (c)</b>		<b>152602883</b>	<b>62457071</b>	<b>40.9278</b>	<b>62457071</b>	<b>475</b>	<b>99.9984</b>	<b>0.0016</b>



**Resolution No. 3 : Reclassification of an entity forming part of Promoters' group viz., Deep Gupta Family Trust of the Company as public**

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
Promoter and Promoter Group	Remote E-Voting	42463150	33964871	79.9867	33964871	0	100.0000	0.0000
	AGM E-Voting		171225	0.4032	171225	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total (a)</b>		<b>34136096</b>	<b>80.3899</b>	<b>34136096</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	Remote E-Voting	10015584	10011070	99.9549	10011070	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
	<b>Total (b)</b>		<b>10011070</b>	<b>99.9549</b>	<b>10011070</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	Remote E-Voting	100124149	44063313	44.0087	44062313	1000	99.9977	0.0023
	AGM E-Voting		2047	0.0020	2047	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total (c)</b>		<b>44065360</b>	<b>44.0107</b>	<b>44064360</b>	<b>1000</b>	<b>99.9977</b>	<b>0.0023</b>
<b>Total (a) + (b) + (c)</b>		<b>152602883</b>	<b>88212526</b>	<b>57.8053</b>	<b>88211526</b>	<b>1000</b>	<b>99.9989</b>	<b>0.0011</b>



**Declaration of result of voting in relation to 14<sup>th</sup> Annual General Meeting of the Company  
held on 30<sup>th</sup> September 2020**

**(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 14<sup>th</sup> Annual General Meeting (AGM) to its members to vote on all the resolutions which were proposed at the 14<sup>th</sup> AGM of the Company held on Thursday, the 30<sup>th</sup> September 2021 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 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 14<sup>th</sup> 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	Adoption of the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31 <sup>st</sup> March 2021 including audited Balance Sheet as at 31 <sup>st</sup> March, 2021 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.	9,22,32,326	9,22,31,851 (99.9995%)	475 (0.0005%)	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	6,24,57,071	6,24,56,071 (99.9984%)	1000 (0.0016%)	Ordinary
3	Reclassification of an entity forming part of Promoters' group viz., Deep Gupta Family Trust of the Company as public	8,82,12,526	8,82,11,526 (99.9989%)	1000 (0.0011%)	Ordinary

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: 01.10.2021



**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 Fourteenth Annual General Meeting of the Equity Shareholders of **Prozone Intu Properties Limited** held on Thursday, 30<sup>th</sup> September, 2021 at 3:00 p.m. through Video Conferencing ('VC').

Dear Sir,

1. I, 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 13<sup>th</sup> August, 2021 ("**Notice**") calling Fourteenth Annual General Meeting of its Equity Shareholders ("**the Meeting**" / "**AGM**"). The AGM was convened on Thursday, 30<sup>th</sup> September 2021 at 3:00 p.m. through Video Conferencing ('VC').] The said appointment as Scrutinizer is as per 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 have to scrutinize:
  - i. The process of e-voting carried out from a place other than the venue of the Meeting ("**remote e-voting**") pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Rules; and
  - ii. The process of e-voting done at the Meeting ("**Insta Poll**") pursuant to 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) pursuant to Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020 5th May, 2020 and 13th January, 2021 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021, respectively 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., Thursday, 23<sup>rd</sup> September 2021 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 31<sup>st</sup> March 2021 including audited Balance Sheet as at 31<sup>st</sup> March, 2021 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)	
9,22,31,851	99.9995	475	0.0005	Nil

Note: Decimals up to 4 digits have been considered.

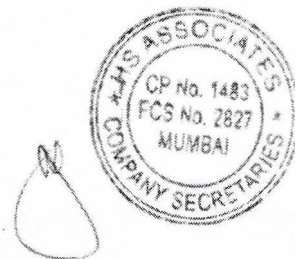
# since Resolutions are put to Vote through only E-voting process, Postal Ballot and voting by poll is not applicable.

### 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)	
6,24,56,071	99.9984	1,000	0.0016	Nil

Note: Decimals up to 4 digits have been considered.



# HS ASSOCIATES

# since Resolutions are put to Vote through only E-voting process, Postal Ballot and voting by poll is not applicable.

## Item No. 3 - Ordinary Resolution:

To consider and approve reclassification of an entity forming part of Promoters' group viz., Deep Gupta Family Trust of the Company and in this regard, to pass the following resolution as an ordinary resolution.

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)	
8,82,11,526	99.9989	1,000	0.0011	Nil

Note: Decimals up to 4 digits have been considered.


# since Resolutions are put to Vote through only E-voting process, Postal Ballot and voting by poll is not applicable.

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.

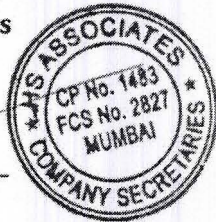
## **Restriction on Use**

7. This report has been issued at the request of the Company for (i) submission to Stock Exchanges (National Stock Exchange of India Limited & Bombay Stock Exchange Limited), (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**

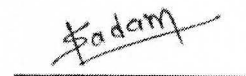


**Hemant Shetye  
Partner  
M. No. FCS 2827  
COP No. 1483  
ICSI UDIN: F002827C001062701**



**Witness:**

  
**1. Abhishek Wagh**

  
**2. Shubhra Kadam**

**Date: October 01, 2021  
Place: Mumbai**