

Dated : 01st October 2022

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 - 15th AGM held on 30th September 2022

In continuation to our submission dated 30th September 2022 being proceedings of 15th Annual General Meeting (AGM) of the Company held on 30th September 2022, 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 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 2022

Date of the AGM/EGM	30-09-2022
Total number of shareholders on record date/cut off date	83525
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	7
Public	34

Resolution No. 1 : Adoption of audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March 2022 including audited Balance Sheet as at 31st March 2022 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	41817699	23606229	56.4503	23606229	0	100.0000	0.0000
	AGM E-Voting		5000	0.0120	5000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		23611229	56.4623	23611229	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10567221	10.3308	10567081	140	99.9987	0.0013
	AGM E-Voting		3025	0.0030	3025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		10570246	10.3338	10570106	140	99.9987	0.0013
Total (a) + (b) + (c)		152602883	38777545	25.4108	38777405	140	99.9996	0.0004

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	41817699	7992738	19.1133	7992738	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 (a)		7992738	19.1133	7992738	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10567229	10.3308	10567081	148	99.9986	0.0014
	AGM E-Voting		3025	0.0030	3025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		10570254	10.3338	10570106	148	99.9986	0.0014
Total (a) + (b) + (c)		152602883	23159062	15.1760	23158914	148	99.9994	0.0006

Resolution No. 3 : To appoint Statutory Auditors of the company and fix their remuneration.								
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	41817699	23606229	56.4503	23606229	0	100.0000	0.0000
	AGM E-Voting		5000	0.0120	5000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		23611229	56.4623	23611229	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10567225	10.3308	10567081	144	99.9986	0.0014
	AGM E-Voting		3025	0.0030	3025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		10570250	10.3338	10570106	144	99.9986	0.0014
Total (a) + (b) + (c)		152602883	38777549	25.4108	38777405	144	99.9996	0.0004

Resolution No. 4 : Regularization of Mr. Bipin Gurnani (DIN: 07966971) as a Director of the company.								
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	41817699	23606229	56.4503	23606229	0	100.0000	0.0000
	AGM E-Voting		5000	0.0120	5000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		23611229	56.4623	23611229	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10556797	10.3206	10556647	150	99.9986	0.0014
	AGM E-Voting		3025	0.0030	3025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		10559822	10.3236	10559672	150	99.9986	0.0014
Total (a) + (b) + (c)		152602883	38767121	25.4039	38766971	150	99.9996	0.0004

Resolution No. 5 : To re-appoint Mr. Nikhil Chaturvedi, (DIN:00004983) as Managing Director of the Company for a further period of 3 years with effect from 27th February, 2023.								
Resolution required: (Ordinary/ Special):				Special				
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	41817699	3631897	8.6851	3631897	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 (a)		3631897	8.6851	3631897	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10567213	10.3308	10566871	342	99.9968	0.0032
	AGM E-Voting		3025	0.0030	3025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		10570251	10.3338	10569196	1055	99.9900	0.0100
Total (a) + (b) + (c)		152602883	18798205	12.3184	18797863	342	99.9982	0.0018

Resolution No. 6 : To re-appoint Mr. Salil Chaturvedi, (DIN:00004768) as Dy. Managing Director of the Company for a further period of 3 years with effect from 27th February, 2023.								
Resolution required: (Ordinary/ Special):				Special				
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	41817699	7992738	19.1133	7992738	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 (a)		7992738	19.1133	7992738	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	10228854	10567226	10.3308	10566171	1055	99.9900	0.0100
	AGM E-Voting		3025	0.0030	3025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		10570251	10.3338	10569196	1055	99.9900	0.0100
Total (a) + (b) + (c)		152602883	23159059	15.1760	23158004	1055	99.9954	0.0046

Resolution No. 7 : To appoint Mr. Bipin Ram Gurnani, (DIN: 07966971) as Whole-time Director of the Company for a period of 3 years with effect from 17th, December 2021.								
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	41817699	23606229	56.4503	23606229	0	100.0000	0.0000
	AGM E-Voting		5000	0.0120	5000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (a)		23611229	56.4623	23611229	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	10228854	10556794	10.3206	10555737	1057	99.9900	0.0100
	AGM E-Voting		3025	0.0030	3025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (c)		10559819	10.3236	10558762	1057	99.9900	0.0100
Total (a) + (b) + (c)		152602883	38767118	25.4039	38766061	1057	99.9973	0.0027

Resolution No. 8 : To consider, approve and ratify the investment made by Calendula Commerce Private Limited (CCPL) in Optionally Convertible Debentures issued by Prozone Developers & Realtors P. Ltd.

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	41817699	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	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10556784	10.3206%	10556647	137	99.9987%	0.0013%
	AGM E-Voting		3025	0.0030%	3025	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000%	0	0	0.0000%	0.0000%
	Total (c)		10559809	10.3235%	10559672	137	99.9987%	0.0013%
Total (a) + (b) + (c)		152602883	15155879	14.8167%	15155742	137	99.9991%	0.0009%

Resolution No. 9 : 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	41817699	4360841	10.4282	4360841	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 (a)		4360841	10.4282	4360841	0	100.0000	0.0000
Public- Institutions	Remote E-Voting	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10556796	10.3308	10556647	149	99.9986%	0.0014%
	AGM E-Voting		3025	0.0030	3025	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000%	0.0000%
	Total (c)		10559821	10.3338	10559672	149	99.9986%	0.0014%
Total (a) + (b) + (c)		152602883	15155891	12.7961	15155742	149	99.9990%	0.0010%

Resolution No. 10 : 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	41817699	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	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10556788	10.3308	10556647	141	99.9987%	0.0013%
	AGM E-Voting		3025	0.0030	3025	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000%	0.0000%
	Total (c)		10559813	10.3338	10559672	141	99.9987%	0.0013%
Total (a) + (b) + (c)		152602883	15155883	12.7961	15155742	141	99.9991%	0.0009%

Resolution No. 11 : 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:				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	41817699	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	8496330	4596070	54.0948	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	54.0948	4596070	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	102288854	10556791	10.3308	10556647	144	99.9986%	0.0014%
	AGM E-Voting		3025	0.0030	3025	0	100.0000%	0.0000%
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000%	0.0000%
	Total (c)		10559816	10.3338	10559672	144	99.9986%	0.0014%
Total (a) + (b) + (c)		152602883	15155886	12.7961	15155742	144	99.9990%	0.0010%

**Declaration of result of voting in relation to 15th Annual General Meeting of the Company
held on 30th September 2022
(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 15th Annual General Meeting (AGM) to its members to vote on all the resolutions which were proposed at the 15th AGM of the Company held on Friday, the 30th September 2022 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 15th 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 st March 2022 including audited Balance Sheet as at 31 st March, 2022 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.	38777545	38777405 99.9996%	140 0.0004%	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	23159062	23158914 99.9994%	148 0.0006%	Ordinary
3	Appointment of Statutory Auditors of the company and fix their remuneration.	38777549	38777405 99.9996%	144 0.0004%	Ordinary
4	Regularization of Mr. Bipin Gurnani (DIN: 07966971) as a Director of the company.	38767121	38766971 99.9996%	150 0.0004%	Ordinary
5	Re-appointment of Mr. Nikhil Chaturvedi, (DIN:00004983) as Managing Director of the Company for a further period of 3 years with effect from 27 th February, 2023.	18798205	18797863 99.9982%	342 0.0018%	Special

6	Re-appointment of Mr. Salil Chaturvedi, (DIN:00004768) as Dy. Managing Director of the Company for a further period of 3 years with effect from 27 th February, 2023.	23159059	23158004 99.9954%	1055 0.0046%	Special
7	Appointment of Mr. Bipin Ram Gurnani, (DIN: 07966971) as Whole-time Director of the company for a period of 3 years with effect from 17 th , December 2021.	38767118	38766061 99.9973%	1057 0.0027%	Special
8	To consider, approve and ratify the investment made by Calendula Commerce Private Limited (CCPL) in Optionally Convertible Debentures issued by Prozone Developers & Realtors P. Ltd.	15155879	15155742 99.9991%	137 0.0009%	Ordinary
9	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).	15155891	15155742 99.9990%	149 0.0010%	Ordinary
10	To consider, approve and ratify the giving and/or availing of loan between related parties.	15155883	15155742 99.9991%	141 0.0009%	Ordinary
11	To consider, approve and ratify the transactions related to corporate guarantee.	15155886	15155742 99.9990%	144 0.0010%	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: 01.10.2022



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.
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SCRUTINIZER'S REPORT

Date: 01.10.2022

To,
The Chairman,
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 15th Annual General Meeting held on 30th September, 2022 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 **13th August, 2022** 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 15th Annual General Meeting (hereinafter referred as AGM) held on **Friday, 30th September, 2022, 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 15th Annual General Meeting dated **13th August, 2022**.

The voting rights were reckoned as on **Friday 23rd September, 2022** 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 with Circular Nos. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 5th May, 2022, issued by



Ministry of Corporate Affairs ("MCA") and SEBI Circular No SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, issued by Securities and Exchange Board of India ("SEBI"), 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, 27th September, 2022 (from 9.00 a.m. IST)** and ended on **Thursday, 29th September, 2022 (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:



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, 2022 including audited Balance Sheet as at 31st March, 2022 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.	3,87,77,405	99.9996	140	0.0004	NIL

Note: Decimals up to 4 digits have been considered.

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.



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. Salil Chaturvedi (DIN: 00004768), who retires by rotation and being eligible, offers himself for re-appointment.	2,31,58,914	99.9994	148	0.0006	NIL

Note: Decimals up to 4 digits have been considered.

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.



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- Ordinary Resolution: To appoint Statutory Auditors of the company and fix their remuneration.	3,87,77,405	99.9996	144	0.0004	NIL

Note: Decimals up to 4 digits have been considered.

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. 3 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. 4- Ordinary Resolution: Special Business Regularization of Mr. Bipin Gurnani (DIN: 07966971) as a Director of the company.	3,87,66,971	99.9996	150	0.0004	NIL

Note: Decimals up to 4 digits have been considered.

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.



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- Special Resolution: To re-appoint Mr. Nikhil Chaturvedi, (DIN:00004983) as Managing Director of the Company for a further period of 3 years with effect from 27 th February, 2023.	1,87,97,863	99.9982	342	0.0018	NIL

Note: Decimals up to 4 digits have been considered.

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. 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- Special Resolution: To re-appoint Mr. Salil Chaturvedi, (DIN:00004768) as Dy. Managing Director of the Company for a further period of 3 years with effect from 27 th February, 2023.	2,31,58,004	99.9954	1055	0.0046	NIL

Note: Decimals up to 4 digits have been considered.

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. 6 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. 7- Special Resolution: To appoint Mr. Bipin Ram Gurnani, (DIN: 07966971) as Whole-time Director of the Company for a period of 3 years with effect from 17 th , December 2021.	3,87,66,061	99.9973	1057	0.0027	NIL

Note: Decimals up to 4 digits have been considered.

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. 7 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. 8- Ordinary Resolution: To consider, approve and ratify the investment made by Calendula Commerce Private Limited (CCPL) in Optionally Convertible Debentures issued by Prozone Developers & Realtors P. Ltd.	15155742	99.9991	137	0.0009	4371275

Note: Decimals up to 4 digits have been considered.

Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Meerut Festival City LLP is the Promoter being interested in the matter, the voting is considered invalid.

In reference to Sub Regulation (4) of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, voting of Ms. Mallika Gurnani is considered invalid.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 8 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)	
<u>Item No. 9- Ordinary Resolution:</u> 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).	15155742	99.9990	149	0.0010	4371275

Note: Decimals up to 4 digits have been considered.

Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Meerut Festival City LLP is the Promoter being interested in the matter, the voting is considered invalid.

In reference to Sub Regulation (4) of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, voting of Ms. Mallika Gurnani is considered invalid.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 9 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. 10- Ordinary Resolution: To consider, approve and ratify the giving and/or availing of loan between related parties.	15155742	99.9991	141	0.0009	4371275

Note: Decimals up to 4 digits have been considered.

Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Meerut Festival City LLP is the Promoter being interested in the matter, the voting is considered invalid.

In reference to Sub Regulation (4) of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, voting of Ms. Mallika Gurnani is considered invalid.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 10 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. 11- Ordinary Resolution: To consider, approve and ratify the transactions related to corporate guarantee.	15155742	99.9990	144	0.0010	4371275

Note: Decimals up to 4 digits have been considered.

Since Resolutions are put to Vote through only E-voting process, voting by poll is not applicable.

Meerut Festival City LLP is the Promoter being interested in the matter, the voting is considered invalid.

In reference to Sub Regulation (4) of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, voting of Ms. Mallika Gurnani is considered invalid.

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 11 is passed with requisite majority.



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,



Date: October 1st, 2022
Place: Mumbai
ICSI UDIN: F002827D001115818
Peer Review No:2507/2022

Name: Ms. Shweta Shinde
Witness 1
Address: 206, 2nd Floor,
Tantia Jogani Industrial Estate,
J. R. Boricha Marg, Lower Parel (E),
Mumbai- 400 011.

Name: Ms. Trupti Rane
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
(Authorised Signatory)