

Prozone Intu Properties Limited

(Formerly known as "Prozone Capital Shopping Centres Limited")

Clause 35A - Voting results of resolutions passed at AGM held on 30th September 2015

Date of the AGM 30th September 2015

Total number of shareholders on record date/cut off date 26517

No. of shareholders present in the meeting either in person or through proxy:

(i) Promoters and Promoter Group -

(ii) Public 6

No. of Shareholders attended the meeting through Video Conferencing: 45

(i) Promoters and Promoter Group -

(ii) Public -

Not arranged

Not arranged

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Ordinary Resolution No. 1 : Adoption of the audited Balance Sheet as at 31st March, 2015, the Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon							
Promoter and Promoter Group	51934095	48595478	93.57	48595478	0	100.00	0.00
Public Institutional Holders	15066256	5415000	35.94	5415000	0	100.00	0.00
Public-Others	85602532	44493336	51.98	44493231	105	99.9998	0.0002
Total (A)	152602883	98503814	64.55	98503709	105	99.9999	0.0001

Ordinary Resolution No. 2: Appointment of a Director in place of Mr. David Fischel (DIN: 01217574), who retires by rotation and being eligible, offers himself for re-appointment

Promoter and Promoter Group	51934095	48595478	93.57	48595478	0	100.00	0.00
Public Institutional Holders	15066256	5415000	35.94	5415000	0	100.00	0.00
Public-Others	85602532	44493336	51.98	44493224	112	99.9997	0.0003
Total (A)	152602883	98503814	64.55	98503702	112	99.9999	0.0001

Ordinary Resolution No. 3 : Ratification of appointment of M/s SGC & Co., Chartered Accountants as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting till the conclusion of the next AGM of the Company on such remuneration as may be determined by the Board of Directors of the Company

Promoter and Promoter Group	51934095	48595478	93.57	48595478	0	100.00	0.00
Public Institutional Holders	15066256	5415000	35.94	5415000	0	100.00	0.00
Public-Others	85602532	44493336	51.98	44493224	112	99.9997	0.0003
Total (A)	152602883	98503814	64.55	98503702	112	99.9999	0.0001



Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Special Resolution No. 4 : Approval of payment of remuneration to Mr. Nikhil Chaturvedi, Managing Director for a further period of two years with effect from 27th February 2015							
Promoter and Promoter Group	51934095	12035789	23.18	12035789	0	100.00	0.00
Public Institutional Holders	15066256	5415000	35.94	5415000	0	100.00	0.00
Public-Others	85602532	44498336	51.98	44498174	162	99.9996	0.0004
Total (A)	152602883	61949125	40.59	61948963	162	99.9997	0.0003

Special Resolution No. 5 : Approval of payment of remuneration to Mr. Salil Chaturvedi, Dy. Managing Director for a further period of two years with effect from 27th February 2015

Promoter and Promoter Group	51934095	16230370	31.25	16230370	0	100.00	0.00
Public Institutional Holders	15066256	5415000	35.94	5415000	0	100.00	0.00
Public-Others	85602532	44498336	51.98	44498174	162	99.9996	0.0004
Total (A)	152602883	66143706	43.34	66143544	162	99.9998	0.0002

Special Resolution No. 6 : Approval of related party transactions

Promoter and Promoter Group	51934095	11869529	22.85	11869529	0	100.00	0.00
Public Institutional Holders	15066256	5415000	35.94	5415000	0	100.00	0.00
Public-Others	85602532	44498336	51.98	44497924	412	99.999	0.0009
Total (A)	152602883	61782865	40.49	61782453	412	99.999	0.001



**Declaration of result of voting in relation to 8th Annual General Meeting of the Company
held on 30th September 2015
(Consolidated results of remote e-voting and ballot papers)**

In terms of applicable provisions of the Companies Act 2013, Rule made thereunder, Secretarial Standard-2 and Listing Agreement, the Company provided remote e-voting facility and voting through ballot papers to its members to vote on all the resolutions which were proposed at the 8th Annual General Meeting (AGM) of the Company held on Wednesday, the 30th September 2015 at 2.00 p.m. at Eden Hall, The Classique Club, Behind Infinity Mall, New Link Road, Andheri (West), Mumbai 400053.

The Company has appointed Mr. Hemant Shetye, partner of HS Associates, Practicing Company Secretaries as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by ballot papers undertaken at the aforementioned AGM.

The Scrutinizer has submitted his report after scrutiny of the remote e-voting and voting through ballot papers.

On the basis of the above report, it is hereby declared that all the resolutions as stated in the notice of the 8th AGM have been duly passed with the requisite majority with the following details:

Sr. No.	Details of Resolution proposed	Number of votes (shares)			Passed as ordinary/ special resolution
		In favour	Against	Invalid	
1	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 2015 including audited Balance Sheet as at 31st March, 2015 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 the Auditors thereon	98503709	105	75	Ordinary
2	To Appoint a Director in place of Mr. David Fischel (DIN - 01217574) who retires by rotation and being eligible, offers himself for re-appointment	98503702	112	75	Ordinary



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3	To ratify appointment of M/s SGCO & Co., Chartered Accountants (ICAI Firm Registration No - 112081W), as Statutory Auditors of the Company to hold such office from the conclusion of this AGM till the conclusion of the next AGM on such remuneration as may be determined by the Board of Directors of the Company	98503702	112	75	Ordinary
4	To approve the payment of remuneration to Mr. Nikhil Chaturvedi Managing Director for a further period of two years with effect from 27 th February 2015	61948963	162	75	Special
5	To approve the Payment of remuneration to Mr. Salil Chaturvedi, Deputy Managing Director for a further period of two years with effect from 27 th February 2015	66143544	162	75	Special
6	To approve the related party transaction	61782453	412	75	Special

The Scrutinizer's report is annexed herewith.

For Prozone Intu Properties Limited



Nikhil Chaturvedi
Managing Director
(As authorized by the Chairman)



Place: Mumbai

Date: 1st October 2015

COMBINED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & PHYSICAL BALLOT FORM

To,
The Chairman,
PROZONE INTU PROPERTIES LIMITED
105/106, Provogue House,
1st Floor, Off New Link Road,
Andheri (West),
Mumbai - 400053, Maharashtra

Sub.: Consolidated Scrutinizer's Report on remote e-voting, physical ballot forms and voting at the 8th Annual General Meeting of PROZONE INTU PROPERTIES LIMITED held on Wednesday, September 30, 2015 at 2.00 p.m.

Dear Sir,

I, Hemant Shetye, partner of HS Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by Prozone Intu Properties Limited pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at 08th Annual General Meeting of the Company held on 30 September, 2015 at 2.00 p.m.

The voting rights were reckoned as on 23 day the September, 2015 being the Cutoff date for the purpose of deciding the entitlements of members for voting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from 27 day the September, 2015 (10.00 a.m. IST) to 29 day the September, 2015(5.00 p.m. IST).

The Company had also provided voting facility to the shareholders present at the Annual General Meeting, who had not cast their vote earlier through remote e-voting facility or by physical ballot.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to 29 day, September, 2015 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the results of the remote e-voting, physical ballot forms and voting at the meeting in respect of the said Resolutions.



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Item No. 1: As an 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 2015 including audited Balance Sheet as at 31st March, 2015 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 the Auditors thereon)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	22	5191752	99.99	45	93311957	100	67	98503709	99.99
Dissent	02	105	0.01	Nil	Nil	Nil	02	105	0.01
Invalid	Nil	Nil	Nil	1	75	Nil	1	75	Nil
Total	24	5191857	100	46	93312032	100	70	98503889	100

Based on the foregoing, the above Resolution may be considered as passed, as an Ordinary Resolution.

Item No. 2: As an Ordinary Resolution.

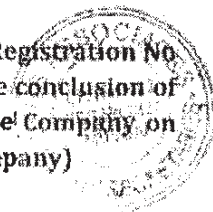
(To Appoint a Director in place of Mr. David Fischel (DIN - 01217574) who retires by rotation and being eligible, offers himself for re-appointment)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	21	5191745	99.99	45	93311957	100	66	98503702	99.99
Dissent	03	112	0.01	Nil	Nil	Nil	03	112	0.01
Invalid	Nil	Nil	Nil	1	75	Nil	1	75	Nil
Total	24	5191857	100	46	93312032	100	70	98503889	100

Based on the foregoing, the above Resolution may be considered as passed, as an Ordinary Resolution.

Item No. 3: As an Ordinary Resolution.

(To ratify appointment of M/s SGCO & Co., Chartered Accountants (ICAI Firm Registration No - 112081W), as Statutory Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company on such remuneration as may be determined by the Board of Directors of the Company)



Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	21	5191745	99.99	45	93311957	100	66	98503702	99.99
Dissent	03	112	0.01	Nil	Nil	Nil	03	112	0.01
Invalid	Nil	Nil	Nil	1	75	Nil	1	75	Nil
Total	24	5191857	100	46	93312032	100	70	98503889	100

Based on the foregoing, the above Resolution may be considered as passed, as an Ordinary Resolution.

Item No. 4: As Special Resolution.

(To approve the payment of remuneration to Mr. Nikhil Chaturvedi Managing Director for a further period of two years with effect from 27th February 2015)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	20	5191695	99.99	40	56757268	100	60	61948963	99.99
Dissent	04	162	0.01	Nil	Nil	Nil	04	162	0.01
Invalid	Nil	Nil	Nil	1	75	Nil	1	75	Nil
Total	24	5191857	100	41	56757343	100	65	61949200	100

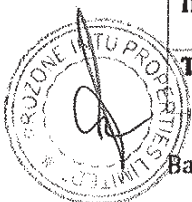
Based on the foregoing, the above Resolution was considered as passed, as a Special Resolution.

Item No. 5: As Special Resolution.

(To approve the Payment of remuneration to Mr. Salil Chaturvedi, Deputy Managing Director for a further period of two years with effect from 27th February 2015.)

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	19	5025435	99.99	41	61118109	100	60	66143544	99.99
Dissent	04	162	0.01	Nil	Nil	Nil	04	162	0.01
Invalid	Nil	Nil	Nil	1	75	Nil	1	75	Nil
Total	23	5025597	100	45	61118184	100	65	66143620	100

Based on the foregoing, the above Resolution may be considered as passed, as a Special Resolution.



Item No. 6: As Special Resolution.**(To approve the related party transaction.)**

Mode of voting	Remote E-voting			Physical Ballot Voting			Total		
	No. of Members	No. of Votes	%	No. of Members	No of Votes	%	No. of Members	No of Votes	%
Assent	19	5025185	99.99	40	56757268	100	59	61782453	99.99
Dissent	04	412	0.01	Nil	Nil	Nil	04	412	0.01
Invalid	Nil	Nil	Nil	1	75	Nil	1	75	Nil
Total	23	5025597	100	41	56757343	100	64	61782940	100

Based on the foregoing, the above Resolution may be considered as passed, as a Special Resolution.

Date: 1st October 2015
Place : Mumbai



For HS Associates

Hemant Shetye,
Partner
FCS: 2827
CP: 1483

Countersigned by
For Prozone Intu Properties Limited



Nhaturvedh

Nikhil Chaturvedi
Managing Director
(As authorized by the Chairman)