

Date: 29th September 2017

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: Details of voting results of 10th Annual General Meeting - Regulation 44 (3) of the SEBI (LODR) Regulations 2015

Pursuant to Regulation 44 (3) of the SEBI (LODR) Regulations 2017, we enclose herewith the details of the voting results and a Scrutinizer's Report of the 10th Annual General Meeting of the Company held on Thursday, the 28th September 2017.

Kindly take this on your record and oblige

Thanking you,

Yours truly,

For Prozone Intu Properties Limited

Ajayendra P. Jain

CS & Chief Compliance Officer

Encl: as above

Prozone Intu Properties Limited

ate of AGM/ EGM			28-09.2017									
otal no of shareholders on re	cord date		30111									
lo of shareholders present	in the meeting	g either in person or										
hrough proxy			71									
Promoter & Promoter Group			11									
Public			60									
lo of shareholders atten	ded the med	eting through video	Nil									
onferencing												
Promoter & Promoter Group			NA									
Public			To receive, consider and adopt the audited Financial Statements of the Company on a standalone an									
1. Resolution Required : (Or	Whether promoter/ promoter group are interested in the			asis, for the financial y nd the Statement of P Reports of the Director	ear ended 31s rofit & Loss an	t March 2017 d Cash Flow S	including audited Bala	ance Sheet as at 31				
Whether promoter/ promot agenda/resolution?	er group are in	terested in the	No									
Category	Category Mode of No. of shares he			% of Votes Polled	No. of	No. of	% of Votes in	% of Votes agains				
	Voting		polled	on outstanding	Votes – in	Votes	favour on votes	on votes polled				
	300	H.,	•	shares	favour	–Against	polled	_				
				Silares			P					
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*10				
	E-Voting		44223223	90.5459	44223223	0	100.0000	0.000				
	Poll		4360841	8.9287	4360841	0	100.0000	0.00				
3	Postal Ballot	40040504	1300012									
Promoter and Promoter		48840684			1							
Group	(if											
	applicable)		0	0.0000	0	0	0.0000	0.00				
	Total	48840684	48584064	99.4746	48584064	0	100.0000	0.00				
	E-Voting		4964541	39.0085	4964541	0	100.0000	0.00				
	Poll		0	0.0000	0	0	0.0000	0.00				
× 55 =	Postal Ballot	12726818	0	0.0000	0	0	0.0000	0.00				
Public Institutions		12/20010	Ĭ	D: 2 0.000								
	(if											
	applicable)											
	Total	12726818	4964541	39.0085	4964541	0	100.00					
	E-Voting	2 2.	185138	0.2034	184138	1000	99.4599					
	Poll		21835	0.0240	21835	0	100.0000	0.00				
Public Non Institutions	Postal Ballot	91035381										
Š - 1	applicable)	A t	0	0.0000	0	0	0.0000	0.00				
	Total	91035381	206973	0.2274	205973	1000	99.5168	0.48				
	liutai	71033301	200373	U.LL/ 4				0.00				

2. Resolution Required : (Or	dinary)			irector in place of Mr. himself for re-appointn		Fischel (DIN: 0	1217574), who retires	by rotation and being
Whether promoter/ promoagenda/resolution?	ter group are in	terested in the	No	i i	- 1	9		V 1
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
4		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		44223223	90.5459	44223223	0	100.0000	0.0000
	Poll		4360841	8.9287	4360841	0	100.0000	0.0000
Promoter and Promoter Group Postal Ba	Postal Ballot (if applicable)	48840684		7/				
			0					
	Total	48840684		99.4746				
	E-Voting		4964541	39.0085				
Public Institutions	Poll		0	0.0000	0	0	#DIV/0!	0.0000
	Postal Ballot (if applicable)	12726818		0.000			0.0000	0.000
			0	0.0000				
	Total	12726818		39.0085				
	E-Voting		185138					
9	Poll		21835	0.0240	21835		100.0000	0.0000
Public Non Institutions	Postal Ballot (if	91035381					224	
ic.	applicable)	=	0	0.0000			0.0000	0.000
	Total	91035381	206973	0.2274	204973	2000	99.0337	0.9663
Total		152602883	53755578	35.225	53753578	2000	99.9963	0.0037
14	5		=					· · · (O O O O O O O O O O O O O O O O
,				*		100		Esa y E

3. Resolution Required : (Or	dinary)		To appoint stat	utory Auditors of the c	ompany and fi	k their remuner	ation	
Whether promoter/ promothe agenda/resolution?	ter group are in	terested in	No	2" III Bi				
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
	E-Voting		44223223	90.5459	44223223	0	100.0000	0.0000
	Poli	1	4360841	8.9287	4360841	0	100.0000	0.0000
Promoter and Promoter Group	Postal Ballot (if	48840684		1			•	
	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	48840684	48584064	99.4746			100.00	0.00
	E-Voting		4964541	39.0085			100.0000	0.0000
	Poll	[0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot (if	12726818				-		1
	applicable)		0	0.0000				
	Total	12726818	4964541	39.0085			100.0000	
9.	E-Voting		185138	0.2034	183138	2000	98.9197	1.0803
	Poll		21835	0.0240	21835	0	100.0000	0.0000
Public Non Institutions	Postal Ballot (if	91035381						
	applicable)		0	0.0000		0	0.0000	0.0000
	Total	91035383	206973	0.2274	204973	2000	99.0337	0.9663
Total	67	15260288	53755578	35.225	53753578	2000	99.9963	0.0037

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4. Resolution Required : (Sp	ecial)	e		Re-appointment of Mr. Nikhil Chaturvedi, (DIN:00004983) as Managing Director of the Company for a further period of 3 years with effect from 27th February 2017							
Whether promoter/ promothe agenda/resolution?	ter group are in	terested in	Yes	67	8	2.1					
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			
	E-Voting		44223223	90.5459	44223223	0	100.0000	0.0000			
	Poll		4360841	8.9287	4360841	0	100.0000	0.0000			
Promoter and Promoter Group	Postal Ballot (if	48840684									
	applicable)		0	0.0000	0	0	0.0000	0.0000			
	Total	48840684	48584064	99.47	48584064	0	100.00	0.00			
	E-Voting	× 1	4964541	39.0085	4964541	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
Public Institutions	Postal Ballot (if	12726818						п			
	applicable)		О	0.0000	0	0	0.0000	0.0000			
	Total	12726818	4964541	39.01	4964541	0	100.00	0.00			
	E-Voting		185138	0.2034	183138	2000	98.9197	1.0803			
	Poll		21835	0.0240	21835	0	100.0000	0.0000			
Public Non Institutions	Postal Ballot (if	91035381		6				-			
	applicable)		0	0.0000	. 0	0	0.0000	0.0000			
	Total	91035381	206973	0.2274	204973	2000	99.0337	0.9663			
Total		152602883	53755578	35.2258	53753578	2000	99.9963	0.0037			



5. Resolution Required : (Sp	ecial)			Re-Appointment of Mr. Salil Chaturvedi DIN:00004768, as Dy. Managing Director w.e.f 27th February, 2017 for period of 3 years								
Whether promoter/ promother the agenda/resolution?	ter group are in	terested in	Yes	1 1			: P	Đ.				
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				
3 2	E-Voting		44223223	90.5459	44223223	0	100.0000	0.0000				
	Poll		4360841	8.9287	4360841	0	100.0000	0.0000				
Promoter and Promoter Group	Postal Ballot (if applicable)	48840684										
	арріісавіе)		0	0.0000			0.0000	0.0000				
	Total	48840684		99.4746			100.00	0.00				
	E-Voting	2:	4964541	39.0085		0	100.0000	0.0000				
g	Poll	0	0	0.0000	0	0	0.0000	0.0000				
Public Institutions	Postal Ballot (if	12726818										
	applicable)		o	0.0000	0	o	0.0000	0.0000				
	Total	12726818	4964541	39.0085	4964541	0	100.0000	0.0000				
	E-Voting		185138	0.2034	183138	2000	98.9197	1.0803				
h	Poll		21835	0.0240	21835	0	100.0000	0.0000				
Public Non Institutions	Postal Ballot (if	91035381			200			5				
=	applicable)		0	0.0000	0	o	0.0000	0.0000				
	Total	91035381	206973	0.2274	204973	2000	99.0337	0.9663				
Total		152602883	53755578	35.2258	53753578	2000	99.9963	0.0037				





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

B.COM., LLB(Gen.), FCS COMPANY SECRETARY

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

To,
Managing Director
PROZONE INTU PROPERTIES LIMITED
105/106, Ground Floor,
Dream Square, Dalia Industrial Estate,
Off New Link Road, Andheri West,
Mumbai - 400053.

Dear Sir,

Re: Consolidated Scrutinizer's Report on voting through remote e-voting and physical ballot forms in terms of provisions of the Companies Act, 2013 read with the Rules issued thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A. I, Hemant Shetye, Partner of M/s. HS Associates, Practicing Company Secretaries, appointed as scrutinizer in the meeting of Board of Directors of the Company held on 22nd August, 2017 to conduct the following: -

Remote e-voting process and to scrutinize the Physical Ballot Forms received from the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- B. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e-voting by the shareholders of the Company. The remote e-voting commenced on Monday, 25th September, 2017 at 10:00 am and ended on Wednesday, 27th September, 2017, at 5:00 pm and the CDSL remote e-voting platform was blocked thereafter.
- C. The votes cast under the remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted. Votes cast through Physical Ballot Forms received up to 5:00 pm on Wednesday, 27th September, 2017 were considered.
- D. The Company had also provided voting by Physical Ballot Forms to the members who do not have access to remote e-voting.



- E. After the closure of the voting at the Annual General Meeting, the report on voting done, was generated in my presence and the voting was diligently scrutinized.
- F. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and Physical Ballot Forms received respectively.
- G. As requested by the management, I am submitting herewith a consolidated report on the results of remote e-voting together with the results of voting through Physical Ballot Forms in respect of the following resolutions:

Mode of voting: E-voting and Ballot:

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 31st March 2017 including audited Balance Sheet as at 31st March 2017 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 R Special)	equired: (C	Ordinary or	Ordinary							
Whether Prom interested in th			No							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstandin g shares	No. of Votes – in Favour	No. of Votes- agains t	% 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 &	E-voting		44223223	90.54	44223223	0	100.00	0.00		
Promoter	1011#	48840684	4360841	8.93	4360841	0	100.00	0.00		
Group	Postal Ballot	10010001	Ó	0.00	Ó	Ö	0.00	0.00		
	Total		48584064	99.47	48584064	0	100.00	0.00		
Public	E-voting		4964541	39.01	4964541	0	100.00	0.00		
Institution	Poll#	12726818	0	0.00	0	0	0.00	0.00		
	Postal Ballot	12720010	0	0.00	0	0	0.00	0.00		
	Total		4964541	39.01	4964541	0	100.00	0.00		
Public Non-	E-voting		185138	0.20	184138	1000	99.46	0.54		
Institution	Poll#	91035381	21835	0.02	21835	0	100.0000	0.0000		
	Postal Ballot	3100001	0	0.00	0	0	0.0000	0.00		
	Total		206973	0.22	205973	1000	99.52	0.48		
Total		152602883	53755578	35.23	53754578	1000	99.99	0.01		

since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.

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

CP, No.: 1483 FCS No. 2827 MUMBAI

Resolution Requir	ed: (Ordinary	or Special)	Ordinary					
Whether Promot	er/Promote	group are	No	,				
interested in the a	igenda/resol	ution						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstandin g 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 & Promoter Group	E-voting		44223223	90.54	4422322 3	0	100.00	0.00
	Poll#	48840684	4360841	8.93	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		48584064	99.47	4858406 4	0	100.00	0.00
Public	E-voting		4964541	39.00	4964541	0	100.00	0.00
Institution	Poll#	12726818	0	0.00	0	0	0.00	0.00
	Postal Ballot	12/20010	0	0.00	0	0	0.00	0.00
	Total		4964541	39.00	4964541	0	100.00	0.00
Public Non-	E-voting		185138	0.20	183138	2000	98.92	1.08
Institution	Poll#	91035381	21835	0.02	21835	0	100.0000	0.0000
	Postal Ballot	51055501	0	0.00	0	0	0.0000	0.00
	Total		206973	0.22	204973	2000	99.03	0.97
Total		15260288 3	53755578	35.22	5375357 8	2000	99.99	0.01

since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.

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

FCS No. 2827

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Resolution 3: To a Resolution Requir			Ordinary	ily alla lix ti	ien remuner	acion.				
Whether Promo	ter/Promote	r group are	No							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstand ing shares	No. of Votes – in Favour	No. of Votes- against	otes- in favour on	% of votes against on votes polled		
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/ (2)]*100		
Promoter &	E-voting		44223223	90.54	44223223	0	100.00	0.00		
Promoter Group	Poll#	48840684	4360841	8.93	4360841	0	100.00	0.00		
	Postal Ballot	10040004	0	0.00	0	0	0.00	0.00		
	Total		48584064	99.47	48584064	0	(6)=[(4)/(2)] *100 100.00 100.00 100.00 100.00 0.00 100.00 98.92 100.0000	0.00		
Public	E-voting		4964541	39.01	4964541	0	100.00	0.00		
Institution	Poll#	12726818	0	0.00	0	0	0.00	0.00		
	Postal Ballot	12720018	0	0.00	0	0	0.00	0.00		
	Total		4964541	39.01	4964541	0	100.00	0.00		
Public Non-	E-voting		185138	0.20	183138	2000	98.92	1.08		
Institution	Poll#	91035381	21835	0.02	21835	0	100.0000	0.0000		
	Postal Ballot	31033361	0	0.00	0	0	0.0000	0.00		
	Total		206973	0.22	204973	2000	99.03	0.97		
Total		152602883	53755578	35.22	53753578	2000	99.99	0.01		

since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.

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

Resolution Requir	ed: (Ordinar	y or Special)	Special							
Whether Promo interested in the			Yes							
	Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstandi ng 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 &	E-voting		44223223	90.54	44223223	0	100.00	0.00		
Promoter Group	Poll#	48840684	4360841	8.93	4360841	0	100,00	0.00		
	Postal Ballot	70070084	0	0.00	0	0	0.00	0.00		
	Total		48584064	99.47	48584064	0	100.00	0.00		
Public	E-voting		4964541	39.01	4964541	0	100.00	0.00		
Institution	Poll #	12726818	0	0.00	0	0	0.00	0.00		
	Postal Ballot	12,20010	0	0.00	0	0	0.00	0.00		
	Total		4964541	39.01	4964541	0	100.00	0.00		
Public Non-	E-voting		185138	0.20	183138	2000	98.92	1.08		
Institution	Poll#	91035381	21835	0.02	21835	0	100.0000	0.0000		
	Postal Ballot	21033361	0	0.00	0	0	0.0000	0.00		
	Total		206973	0.22	204973	2000	99.03	0.00		
Total		152602883	53755578	35.22	53753578	2000	99.99	0.97		

since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.

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



CP. No.: 1483 FCS No. 2827 MUMBAI

Resolution Requir	ed: (Ordinary	or Special)	Special									
Whether Promot		The second secon	Yes No of % of No of % of votes % of									
interested in the												
Category	gory Mode of Voting	No of Shares Held	No of Votes Polled	% of Votes Polled on outstand ing shares	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 &	E-voting		44223223	90.54	44223223	0	100.00	0.00				
Promoter Group	Poll #	48840684	4360841	8.93	4360841	0	100.00	0.00				
	Postal Ballot	100 1000 1	0	0.00	0	0	0.00	0.00				
	Total		48584064	99.47	48584064	0	100.00	0.00				
Public	E-voting		4964541	39.01	4964541	0	100.00	0.00				
Institution	Poll #	12726818	0	0.00	0	0	0.00	0.00				
	Postal Ballot	12720010	0	0.00	0	0	0.00	0.00				
	Total		4964541	39.01	4964541	0	100.00	0.00				
Public Non-	E-voting		185138	0.20	183138	2000	98.92	1.08				
Institution	Poll#	91035381	21835	0.02	21835	0	100.0000	0.0000				
	Postal Ballot	2100001	0	0.00	0	0	0.0000	0.00				
	Total		206973	0.22	204973	2000	99.03	0.97				
Total		15260288 3	53755578	35.22	53753578	2000	99.99	0.01				

since there is no specific head for voting through Physical Ballot Form the same is disclosed under the head Poll.

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

I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to Mr. Nikhil Chaturvedi, Managing Director of the Company to supervise the postal ballot process.

All the aforesaid resolutions were passed with requisite majority.

CS No. 2827

For HS Associates, Company Secretaries,

Hemant Shetye,

Partner

FCS. - 2827/CP No. - 1483

Date: - 29th September 2017

Place: - Mumbai