

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,

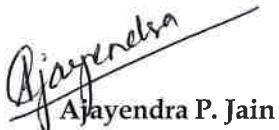
Subject: Details of voting results of 10th Annual General Meeting – Regulation 44 (3) of the SEBI (LODR) Regulations 2015

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

Date of AGM/EGM		28-09.2017						
Total no of shareholders on record date		30111						
No of shareholders present in the meeting either in person or through proxy		71						
Promoter & Promoter Group		11						
Public		60						
No of shareholders attended the meeting through video conferencing		Nil						
Promoter & Promoter Group		NA						
Public		NA						
1. Resolution Required : (Ordinary)		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.						
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
Promoter and Promoter Group	E-Voting	48840684	44223223	90.5459	44223223	0	100.0000	0.0000
	Poll		4360841	8.9287	4360841	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		48840684	48584064	99.4746	48584064	0	100.0000
Public Institutions	E-Voting	12726818	4964541	39.0085	4964541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12726818	4964541	39.0085	4964541	0	100.00
Public Non Institutions	E-Voting	91035381	185138	0.2034	184138	1000	99.4599	0.5401
	Poll		21835	0.0240	21835	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		91035381	206973	0.2274	205973	1000	99.5168
Total		152602883	53755578	35.2258	53754578	1000	99.9981	0.0019



2. Resolution Required : (Ordinary)			To appoint a Director in place of Mr. David Andrew Fischel (DIN: 01217574), who retires by rotation and being eligible, offers himself for re-appointment					
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	E-Voting	48840684	44223223	90.5459	44223223	0	100.0000	0.0000
	Poll		4360841	8.9287	4360841	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		48840684	48584064	99.4746	48584064	0	100.0000
Public Institutions	E-Voting	12726818	4964541	39.0085	4964541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	#DIV/0!	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12726818	4964541	39.0085	4964541	0	100.0000
Public Non Institutions	E-Voting	91035381	185138	0.2034	183138	2000	98.9197	1.0803
	Poll		21835	0.0240	21835	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		91035381	206973	0.2274	204973	2000	99.0337
Total		152602883	53755578	35.2258	53753578	2000	99.9963	0.0037



3. Resolution Required : (Ordinary)			To appoint statutory Auditors of the company and fix their remuneration					
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	E-Voting	48840684	44223223	90.5459	44223223	0	100.0000	0.0000
	Poll		4360841	8.9287	4360841	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		48840684	48584064	99.4746	48584064	0	100.00
Public Institutions	E-Voting	12726818	4964541	39.0085	4964541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12726818	4964541	39.0085	4964541	0	100.0000
Public Non Institutions	E-Voting	91035381	185138	0.2034	183138	2000	98.9197	1.0803
	Poll		21835	0.0240	21835	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		91035381	206973	0.2274	204973	2000	99.0337
Total		152602883	53755578	35.2258	53753578	2000	99.9963	0.0037



4. Resolution Required : (Special)			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/ promoter group are interested in the agenda/resolution?			Yes					
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	E-Voting	48840684	44223223	90.5459	44223223	0	100.0000	0.0000
	Poll		4360841	8.9287	4360841	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		48840684	48584064	99.47	48584064	0	100.00
Public Institutions	E-Voting	12726818	4964541	39.0085	4964541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12726818	4964541	39.01	4964541	0	100.00
Public Non Institutions	E-Voting	91035381	185138	0.2034	183138	2000	98.9197	1.0803
	Poll		21835	0.0240	21835	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		91035381	206973	0.2274	204973	2000	99.0337
Total		152602883	53755578	35.2258	53753578	2000	99.9963	0.0037



5. Resolution Required : (Special)			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/ promoter group are interested in the agenda/resolution?			Yes					
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	E-Voting	48840684	44223223	90.5459	44223223	0	100.0000	0.0000
	Poll		4360841	8.9287	4360841	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		48840684	48584064	99.4746	48584064	0	100.00
Public Institutions	E-Voting	12726818	4964541	39.0085	4964541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12726818	4964541	39.0085	4964541	0	100.0000
Public Non Institutions	E-Voting	91035381	185138	0.2034	183138	2000	98.9197	1.0803
	Poll		21835	0.0240	21835	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		91035381	206973	0.2274	204973	2000	99.0337
Total		152602883	53755578	35.2258	53753578	2000	99.9963	0.0037



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 Required: (Ordinary or 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 & Promoter Group	E-voting	48840684	44223223	90.54	44223223	0	100.00	0.00
	Poll #		4360841	8.93	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		48584064	99.47	48584064	0	100.00	0.00
Public Institution	E-voting	12726818	4964541	39.01	4964541	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4964541	39.01	4964541	0	100.00	0.00
Public Non-Institution	E-voting	91035381	185138	0.20	184138	1000	99.46	0.54
	Poll #		21835	0.02	21835	0	100.0000	0.0000
	Postal Ballot		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.



HS ASSOCIATES

Resolution 2: To appoint a Director in place of Mr. David Andrew Fischel (DIN: 01217574), who retires by rotation and being eligible, offers himself for re-appointment.								
Resolution Required: (Ordinary or 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 & Promoter Group	E-voting	48840684	44223223	90.54	3	0	100.00	0.00
	Poll #		4360841	8.93	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		48584064	99.47	4	0	100.00	0.00
Public Institution	E-voting	12726818	4964541	39.00	4964541	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4964541	39.00	4964541	0	100.00	0.00
Public Non-Institution	E-voting	91035381	185138	0.20	183138	2000	98.92	1.08
	Poll #		21835	0.02	21835	0	100.0000	0.0000
	Postal Ballot		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.



Resolution 3: To appoint Statutory Auditors of the company and fix their remuneration.								
Resolution Required: (Ordinary or 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 & Promoter Group	E-voting	48840684	44223223	90.54	44223223	0	100.00	0.00
	Poll #		4360841	8.93	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		48584064	99.47	48584064	0	100.00	0.00
Public Institution	E-voting	12726818	4964541	39.01	4964541	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4964541	39.01	4964541	0	100.00	0.00
Public Non-Institution	E-voting	91035381	185138	0.20	183138	2000	98.92	1.08
	Poll #		21835	0.02	21835	0	100.0000	0.0000
	Postal Ballot		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 4: 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 2017.								
Resolution Required: (Ordinary or Special)			Special					
Whether Promoter/Promoter group are interested in the agenda/resolution			Yes					
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 & Promoter Group	E-voting	48840684	44223223	90.54	44223223	0	100.00	0.00
	Poll #		4360841	8.93	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		48584064	99.47	48584064	0	100.00	0.00
Public Institution	E-voting	12726818	4964541	39.01	4964541	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4964541	39.01	4964541	0	100.00	0.00
Public Non-Institution	E-voting	91035381	185138	0.20	183138	2000	98.92	1.08
	Poll #		21835	0.02	21835	0	100.0000	0.0000
	Postal Ballot		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 Special Resolution as contained in Item No. 4 is passed with requisite majority.



Resolution 5: Re-appointment of Mr. Salil Chaturvedi, (DIN:00004983) as Dy. Managing Director w.e.f 27 th February, 2017 for period of 3 years.								
Resolution Required: (Ordinary or Special)			Special					
Whether Promoter/Promoter group are interested in the agenda/resolution			Yes					
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 & Promoter Group	E-voting	48840684	44223223	90.54	44223223	0	100.00	0.00
	Poll #		4360841	8.93	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		48584064	99.47	48584064	0	100.00	0.00
Public Institution	E-voting	12726818	4964541	39.01	4964541	0	100.00	0.00
	Poll #		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		4964541	39.01	4964541	0	100.00	0.00
Public Non-Institution	E-voting	91035381	185138	0.20	183138	2000	98.92	1.08
	Poll #		21835	0.02	21835	0	100.0000	0.0000
	Postal Ballot		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.

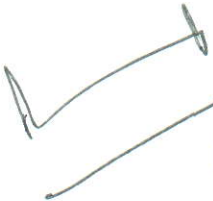
Thus based on the Results, the Special Resolution as contained in Item No. 5 is passed with requisite majority.



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.

**For HS Associates,
Company Secretaries,**



**Hemant Shetye,
Partner**

FCS. - 2827/CP No. - 1483

Date: - 29th September 2017

Place: - Mumbai