

Dated: 27th September 2018

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 – 11th AGM held on 26nd September, 2018

Further to the submission dated 26th September 2018 being proceedings of 11th Annual General Meeting (AGM) of the Company held on 26th September 2018, 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 voting done 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

Date of AGM/EGM		26-09.2018							
Total no of shareholders on record date		32921							
No of shareholders present in the meeting either in person or through proxy		90							
Promoter & Promoter Group		11							
Public		39							
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 2018 including audited Balance Sheet as at 31st March, 2018 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	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	47284058	42534214	89.9547	42534214	0	100.0000	0.0000	
	Poll		4360841	9.2226	4360841	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		46895055	99.1773	46895055	0	100.0000	0.0000	
Public Institutions	E-Voting	12264972	6283548	51.2317	6283548	0	100.0000	0.0000	
	Poll		5415000	44.1501	5415000	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		11698548	95.3818	11698548	0	100.0000	0.0000	
Public Non Institutions	E-Voting	93053853	175640	0.1888	175628	12	99.9932	0.0068	
	Poll		44016443	47.3021	44016443	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		44192083	47.4909	44192071	12	99.9999	0.0001	
Total		152602883	102785686	67.3550	102785674	12	99.9999	0.0001	



2. Resolution Required : (Ordinary)			To appoint a Director in place of Mr. Salil Chaturvedi (DIN: 00004768), 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	47284058	42534214	89.9547	42534214	0	100.0000	0.0000
	Poll		4360841	9.2226	4360841	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		46895055	99.1773	46895055	0	100.0000	0
Public Institutions	E-Voting	12264972	6283548	51.2317	6283548	0	100.0000	0.0000
	Poll		5415000	44.1501	5415000	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		11698548	95.3818	11698548	0	100.0000	0.0000
Public Non Institutions	E-Voting	93053853	175640	0.1888	162528	13112	92.5347	7.4653
	Poll		44016443	47.3021	44016443	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		44192083	47.4909	44178971	13112	99.9703	0.0297
Total		152602883	102785686	67.3550	102772574	13112	99.9872	0.0128



3. Resolution Required : (Special Resolution)			To reappoint Mr. Punit Goenka (DIN: 00031263) for second term of five years as an Independent Director					
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	47284058	42534214	89.9547	42534214	0	100.0000	0.0000
	Poll		4360841	9.2226	4360841	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		46895055	99.1773	46895055	0	100.0000	0.0000
Public Institutions	E-Voting	12264972	6283548	51.2317	6283548	0	100.0000	0.0000
	Poll		5415000	44.1501	5415000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11698548	95.3818	11698548	0	100.0000	0.0000
Public Non Institutions	E-Voting	93053853	175640	0.1888	175628	12	99.9932	0.0068
	Poll		44016443	47.3021	44016443	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		44192083	47.4909	44192071	12	99.9999	0.0001
Total		152602883	102785686	67.3550	102785674	12	99.9999	0.0001



**Declaration of result of voting in relation to 11th Annual General Meeting of the Company
held on 26th September 2018**

(Consolidated results of remote e-voting and ballot papers)

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 voting through ballot papers at the Annual General Meeting (AGM) to its members to vote on all the resolutions which were proposed at the 11th AGM of the Company held on Wednesday, the 26th September 2018 at 11.00 a.m. at Eden Hall, The Classique Club, Behind Infinity Mall, New Link Road, Andheri (West), Mumbai 400053.

The Company had appointed Mr. Prasad R Chavan, Partner, HS Associates, Company Secretaries, as Scrutinizer for the purpose of scrutinizing the remote e-voting and voting by polling papers undertaken at the aforementioned AGM. The Scrutinizer has submitted his report after scrutiny of 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 11th AGM were duly passed with the requisite majority with the following as per details given below:

SN	Description of Resolution	No. of Votes Poled	In favour	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 2018 including audited Balance Sheet as at 31 st March, 2018 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.	10,27,85,686	10,27,85,674	12	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	10,27,85,686	10,27,72,574	13,112	Ordinary
4	Reappointment of Mr. Punit Goenka (DIN: 00031263) for second term of five years as an Independent Director as an Independent Director and in this regard, to pass the resolution as a Special Resolution.	10,27,85,686	10,27,85,674	12	Special

The Scrutinizer's report is annexed herewith.

Thanking You.

Yours truly,

For Prozone Intu Properties Limited

Sd/-

Nikhil Chaturvedi

Managing Director

(As authorized by the Chairman)

Place: Mumbai

Date: 27.09.2018



To,
Managing Director (As authorised by Chairman)
PROZONE INTU PROPERTIES LIMITED
105/106, Ground Floor,
Dream Square, Dalia Industrial Estate,
Off New Link Road, Andheri West,
Mumbai - 400 053.

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, Prasad Chavan, Partner of M/s. HS Associates, Practicing Company Secretaries, appointed as scrutinizer in the meeting of Board of Directors of the Company held on 29th May, 2018 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 Sunday, 23rd September, 2018 at 10:00 am and ended on Tuesday, 25th September, 2018, 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 Tuesday, 25th September, 2018 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: -



Royal
Executive
Bond

HS ASSOCIATES

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 31 st March 2018 including audited Balance Sheet as at 31 st March 2018 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	47284058	42534214	89.95	42534214	0	100.00	0.00
	Poll #		4360841	9.22	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47284058	46895055	99.17	46895055	0	100.00
Public Institution	E-voting	12264972	6283548	51.23	6283548	0	100.00	0.00
	Poll #		5415000	44.15	5415000	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12264972	11698548	95.38	11698548	0	100.00
Public Non-Institution	E-voting	93053853	175640	0.19	175628	12	99.99	0.01
	Poll #		44016443	47.30	44016443	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		93053853	44192083	47.49	44192071	12	99.99
Total		152602883	102785686	67.36	102785674	12	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. Salil Chaturvedi (DIN: 00004768), 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	47284058	42534214	89.95	42534214	0	100.00	0.00
	Poll #		4360841	9.22	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47284058	46895055	99.17	46895055	0	100.00
Public Institution	E-voting	12264972	6283548	51.23	6283548	0	100.00	0.00
	Poll #		5415000	44.15	5415000	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12264972	11698548	95.38	11698548	0	100.00
Public Non-Institution	E-voting	93053853	175640	0.19	162528	13112	92.53	7.46
	Poll #		44016443	47.30	44016443	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		93053853	44192083	47.49	44178971	13112	99.97
Total		152602883	102785686	67.35	102772574	13112	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.



HS ASSOCIATES

Resolution 3: To reappoint Mr. Punit Goenka (DIN: 00031263) as an Independent Director of the Company w.e.f. April 1, 2019, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024."

Resolution Required: (Ordinary or 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 & Promoter Group	E-voting	47284058	42534214	89.95	42534214	0	100.00	0.00
	Poll #		4360841	9.22	4360841	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47284058	46895055	99.17	46895055	0	100.00
Public Institution	E-voting	12264972	6283548	51.23	6283548	0	100.00	0.00
	Poll #		5415000	44.15	5415000	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		12264972	11698548	95.38	11698548	0	100.00
Public Non-Institution	E-voting	93053853	175640	0.19	175628	12	99.99	0.01
	Poll #		44016443	47.30	44016443	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		93053853	44192083	47.49	44192071	12	99.99
Total		152602883	102785686	67.36	102785674	12	99.99	0.01

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

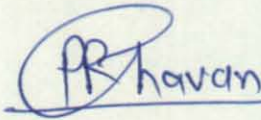
Thus based on the Results, the Special Resolution as contained in Item No. 3 is passed with requisite majority.



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

All the aforesaid resolutions were passed with requisite majority.

For HS Associates,
Company Secretaries,



Prasad. R. Chavan
Partner
ACS. - 49921
CP No. - 20415

Date: - 26th September 2018
Place: - Mumbai