

PROZONE CAPITAL SHOPPING CENTRES LIMITED

Regd. Office: Provogue House, 105/106 Off New Link Road, Andheri (W), Mumbai 400 053 India
Ph: 91-22-30680560 **Fax:** 91-22-30680570 **Email:** investorservice@prozonecsc.com; **Website:** www.prozonecsc.com
Corporate Identification Number: L45200MH2007PLC174147

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of 'Prozone Capital Shopping Centres Limited' ('the Company') by passing the Resolution through Postal Ballot.

Your consideration and approval is sought for the Resolution annexed herewith. The Statement to be annexed to Notice under Section 102(1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration. M/s. HS Associates, Company Secretaries has been appointed by your Company as the Scrutinizer.

You are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on Wednesday, the 11th June 2014, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of physical postal ballot form. **E-voting is optional.** Please carefully read and follow the instructions on e-voting printed in this notice.

The Scrutinizer will submit his report to the Managing Director of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on or before 18th June 2014 at the Registered Office of the Company. The result of the postal ballot will also be posted on the Company's website www.prozonecsc.com besides communicating to the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

Special Business:

1. Change of name of the Company

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

"Resolved that pursuant to provisions of section 13 and other applicable provisions, if any of the Companies Act, 2013 and subject to the approval of Central Government and any other consents or approvals as may be required in the matter, the name of the Company be changed from 'Prozone Capital Shopping Centres Limited' to 'Prozone Intu Properties Limited'.

Resolved further that the present name of the Company i.e. 'Prozone Capital Shopping Centres Limited', wherever occurs in the Memorandum and Articles of Association, be substituted or replaced with the new name of the Company i.e., 'Prozone Intu Properties Limited' and, the Memorandum and Articles of Association of the Company be altered accordingly to that extent.

Resolved further that for the purpose of giving effect to this resolution, the Board and/or its committee be and is hereby authorised to do all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any questions and difficulties that may arise in the matter and incidental thereto, without being required to seek any further consent or approval of the members of the Company and members of the Company shall be deemed to have given their consent, authority and approval thereto expressly by the authority of this resolution.

**By order of the Board
For Prozone Capital Shopping Centres Limited**

**Nikhil Chaturvedi
Managing Director**

Mumbai, 5th May 2014

NOTES:

1. M/s. HS Associates, Company Secretaries, has been appointed as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
2. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
3. The Notice is being sent to all the Members by post (which includes sending of notice electronically by email to those Members who have registered their email IDs with the Company), whose names appear in the Register of Members / Record of Depositories as on 2nd May 2014. The voting shall be reckoned in proportion to a Member's share of the paid up equity share capital of the Company as on 2nd May 2014.
4. The Notice is also being published in 'Financial Express' and 'Mumbai Lakshadeep'.
5. The Notice has also been displayed / placed on the website of the Company www.prozonecsc.com
6. Shareholders are requested to read carefully the instructions given below before exercising their vote.

Instructions for Voting:**Voting through Physical Postal Ballot Form**

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or otherwise at the expense of the registered member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than the close of working hours (5.00 p.m.) on Wednesday, 11th June 2014. Postal ballot forms received after that date will be treated as if the reply from such members has not been received.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form is permitted.

E-Voting Facility

The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-a-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

Instructions for members for e-voting are as under:

1. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
2. Now click on "Shareholders" to cast your votes.
3. Now, select the Electronic Voting Sequence Number (EVSN) alongwith "Prozone Capital Shopping Centres Limited" from the drop down menu and click on SUBMIT
4. Now, fill up the following details in the appropriate boxes

	For members holding shares in Demat Form	For members holding shares in Physical Form
User-ID	For NSDL :- 8 characters DP ID followed by 8 digits Client ID For CDSL :- 16 digits beneficiary ID	Folio number registered with the Company
Password		
a. For members whose e-mail Ids are registered with the Company/DP	<ul style="list-style-type: none"> • Enter your existing password in case you have voted before on CDSL's e-voting system. • Enter the unique password mentioned in the e-mail vide which the Postal Ballot Notice has been e-mailed to you in case you are using the CDSL's e-voting system for the first time 	Enter the unique password mentioned in the e-mail vide which the Postal Ballot Notice has been e-mailed to you.

b. For members whose e-mail ids are not registered with Company/ DP	<ul style="list-style-type: none"> • Enter your existing password in case you have voted before on CDSL's e-voting system • Enter the unique password printed on your Postal Ballot Form in case you are using the CDSL's e-voting system for the first time 	Enter the unique password printed on your Postal Ballot Form
PAN or Default number	Enter your 10 digit alphanumeric PAN issued by Income Tax Department	

* Members who have not registered/updated their PAN with the Company/DP are requested to use the default number **PCSCL1234Z** in the PAN field or use physical Postal Ballot Form for voting.

After entering these details appropriately, click on "SUBMIT" tab.

5. After logging in the details of "User id, Password, PAN or Default Number", the members holding shares in physical form will reach directly to the voting screen. However, Members holding shares in DEMAT form will now be required to mandatorily change their password in the new Password field and may enter their demographic details i.e. mobile number and email id. The same email id can be used in case the Member forgets the password and the same needs to be reset. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly remember that this password can be used by the demat shareholders for voting of resolution of any other Company in which they are eligible to vote, provided that company opts for e-voting through CDSL e-Voting platform.
6. If you are a shareholder, holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote for an earlier EVSN of any other company or changed your password then you may continue to use your existing login id and password.
7. For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolution contained in this Postal Ballot Notice.
8. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. Enter the number of shares under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding. The Options YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
9. Click on the Resolution File Link if you wish to view the entire resolution file.
10. After selecting the resolution you have decided to vote on, click on SUBMIT. A confirmation box will be displayed. If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote.
11. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
12. In case you have any queries or issues regarding e-voting, please contact on the helpdesk.evoting@cdslindia.com or on investorservice@prozonecsc.com
13. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at prozone.evoting@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

General

1. The Scrutinizer will submit the report to the Managing Director of the Company after completion of scrutiny.
2. The results of the Postal Ballot will be announced by the Managing Director or any other Director on or before Wednesday, the 18th June 2014 at the Registered Office of the Company.
3. The date of announcement of the result of postal ballot shall be taken to be the date of passing of the resolution.

4. The result of Postal Ballot shall also be informed to the Stock Exchanges, hosted on the Company's website www.prozonecsc.com and published in newspapers.
5. Shareholders who do not receive the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.

ANNEXURE TO THE NOTICE

(Statement under Section 102 of the Companies Act, 2013)

ITEM NO. 1

As the members are aware that the Company was incorporated as "Castle Mall Private Limited", under the provisions of the Companies Act, 1956, and was issued a Certificate of Incorporation dated September 14, 2007 by the Registrar of Companies, Mumbai. With effect from September 28, 2011, the Company was converted into a public limited company and the name of the Company was changed to 'Castle Mall Limited', and subsequently on October 5, 2011, the name of the Company was further changed to 'Prozone Capital Shopping Centres Limited'. The Company on 12th September 2012 got listed on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).

The main object of the Company is to carry on business as developers, constructors and to develop land, building, immovable properties, real estate etc. and to run, maintain and manage the same businesses in India and abroad.

Meaning and Scope of Resolution:

Your Company is a specialist in real estate development and is in the business of developing properties for commercial and residential purposes including development of regional malls. The Company is promoted by 'Provogue and its promoters' and participated in equity by 'Capital Shopping Centres Plc' (hereinafter referred to as 'CSC Group') through one of its leading group Companies i.e. Nailsfield Limited. CSC group has appointed two of their most senior executives on the Board of your Company namely; Mr. David Fischel and Mr. John Abel.

CSC group is a leading specialist developer, owner and manager of regional shopping centres and is the largest Retail Real Estate Company in UK. It is a UK FTSE 100 listed Company which is owning and managing more than £7 billion of assets. It has around 16 Properties out of which 10 Properties are among the top 25 Properties in the UK representing 38% market share in UK.

The present name of the Company i.e. 'Prozone Capital Shopping Centres Limited' portrays an association between 'Prozone' and 'CSC Group' which represents a participation of both entities in the business of the Company. Recently, the 'Capital Shopping Centres Plc' has changed its name to 'Intu Properties Plc'. Intu Properties Plc has an international presence and brand value across the globe, hence in order to have same brand value and presence in India, it is proposed to change the name of Company from 'Prozone Capital Shopping Centres Limited' to 'Prozone Intu Properties Limited' to keep pace with the brand value and international image of Intu Properties plc.

The proposed change in name of the company would also require corresponding changes in Memorandum and Articles of Association of the Company. A copy of duly amended Memorandum and Articles of Association is available for inspection by any member of the Company at its registered office on any business day during 3.00 p.m. to 5.00 p.m. upto the last day of voting i.e. 11th June, 2014.

Concern and Interest:

None of the Directors, Key managerial personnel and any relatives of the Directors and KMPs is concerned or interested in the above resolution.

Your directors propose to pass the above resolution to be passed by the members of the Company as a Special Resolution.

**By order of the Board
For Prozone Capital Shopping Centres Limited**

**Nikhil Chaturvedi
Managing Director**

Mumbai, 5th May 2014

Encl.: 1. Postal Ballot Form
2. Self-addressed postage pre-paid envelope