

SCRUTINIZER'S REPORT

To,
The Managing Director,
Prozone Capital Shopping Centres Limited
105/106, Off New Link Road, Andheri (West),
Mumbai - 400 053 .

Subject: Scrutinizer's Report - Results of Postal Ballot - Change of name of 'Prozone Capital Shopping Centres Limited ("the Company")

With reference to my appointment as Scrutinizer for conducting the postal ballot process of the Company for seeking approval of members by passing Special Resolution for proposed change in name of the Company pursuant to section 13 read with section 110 of the Companies Act, 2013 and the Rule 22 of Companies (Management and Administration) Rules, 2014, I hereby submit my report on the result of the votes casted by shareholders of the Company as under:

1. The Company completed on 12th May 2014, the dispatch of postal ballot forms alongwith notice and postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/list of beneficiaries on 2nd May 2014
2. Particulars of all the Postal Ballot forms received from the Members have been entered in a separate register maintained for the purpose.
3. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. The Ballot box was opened on 12th June 2014 in my presence.
5. The Postal Ballot forms were duly opened in my presence and were scrutinized. The shareholding mention on forms by shareholders was confirmed with the Register of Members of the Company/ list of beneficiaries as on 2nd May 2014.
6. All postal Ballot forms received upto the close of working hours (i.e. 5.00 p.m.) on 11th June 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
7. No envelopes containing Postal Ballot forms received after 11th June 2014.
8. The results of e-vote casted by the shareholders through e-voting facility have been downloaded from e-voting website www.evotingindia.com in my presence and consolidated with results of postal ballot by me.



A summary of the voting through postal ballot and e-voting are as follows:

HS ASSOCIATES

Description of Special Resolution: Change of name of the Company from 'Prozone Capital Shopping Centres Limited' to 'Prozone Intu Properties Limited' under section 13(3) of the Companies Act, 2013			
Particulars	No. of Postal Ballot forms and e-votes	No. of shares	% of the total paid up equity capital
(a) Total Voting through Postal Ballot Forms	28	5,19,83,001	34.06
(b) Less: Invalid Postal Ballot Forms	1	150	0.0001
(c) Total valid Postal Ballot Forms; [(a) - (b)]	27	5,19,82,851	34.06
(d) Total votes casted through e-voting	125	5,27,44,177	34.56
(e) Less: Invalid e-voting	0	0	0
(f) Total valid e-voting [(d) - (e)]	125	5,27,44,177	34.56
(g) Total valid votes through Postal ballot forms and e-voting [(c) + (f)]	152	10,47,27,028	68.62
Votes in favour of special resolution	140	10,47,19,006	68.62
Votes against the special resolution	12	8,022	0.005

Thus I hereby declare that the aforesaid Special Resolution was passed with majority of 99.99% of total valid votes (one share is equivalent to one vote) casted for the resolution.

I hereby hand over the postal ballot forms and other related papers/registers and records for safe custody to Ms. Snehal Bansode, Company Secretary of the Company authorised by the Company to supervise the postal ballot process.



Thanking you,
Yours truly,

Hemant Shetye
Practicing Company Secretary
Scrutinizer

Date: 13.06.2014

Place: Mumbai