

ANNOUNCEMENT OF RESULT OF POSTAL BALLOT (Including electronic votes)

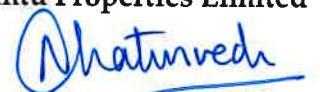
Pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR) Regulations 2015 consent of the shareholders of the Company by way of Special Resolution was required to be obtained for 'Grant of Loans or extending guarantee or providing securities or making investments in excess of limit specified under section 186 of the Companies Act 2013.'

The postal ballot notice dated 08th February 2016 containing Special Resolution together with the explanatory statement was sent to all the shareholders of the Company. The voting on said resolution was done through physical postal ballot and electronic voting process. The Company had appointed Mr. Nitin Sarfare, Partner of M/s. HS Associates, Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot in a fair and transparent manner. The summary of result submitted by the Scrutiniser is as under:

Description of Special Resolution:				
Grant of Loans or extending guarantee or providing securities or making investments in excess of limit specified under section 186 of the Companies Act 2013				
Particulars	No. of Postal Ballot forms and e-votes	No. of shares	% of the total paid up equity capital	% of total valid votes polled
(a) Total Voting through Postal Ballot Forms	33	99620472	65.28%	99.00%
(b) Less: Invalid Postal Ballot Forms	01	02	0.00%	0.00%
(c) Total valid Postal Ballot Forms; [(a) - (b)]	32	99620470	65.28%	99.00%
(d) Total votes casted through e-voting	44	1004667	0.66%	1.00%
(e) Less: Invalid e-voting	0	0	0.00%	0.00%
(f) Total valid e-voting [(d) - (e)]	44	1004667	0.66%	1.00%
(g) Total valid votes through Postal ballot forms and e-voting [(c) + (f)]	76	100625137	65.94%	100%
Votes in favor of special resolution	67	100519111	65.87%	99.89%
Votes against the special resolution	09	106026	0.07%	0.11%

Based on the foregoing, I, the undersigned hereby declare the special resolution proposed for approval of members of the Company as passed with majority of 99.89% of total valid votes (one share is equivalent to one vote) casted for the resolution.

By order of the Board
For Prozone Intu Properties Limited



Nikhil Chaturvedi
Managing Director



Date : 31th March 2016
Place: Mumbai

SCRUTINIZER'S REPORT

To,
The Managing Director,
Prozone Intu Properties Limited
(Formerly known as Prozone Capital Shopping Centres Limited upto 24th July 2014)
Regd Off: 105/106, Provogue House, Off New Link Road, Andheri (West),
Mumbai - 400 053.

Subject: Scrutinizer's Report - Results of Postal Ballot - Regulation 44 of SEBI (LODR) Regulations 2015.

With reference to my appointment as Scrutiniser for conducting the postal ballot process of the Company for seeking approval of members by passing Special Resolution for Grant of Loans or extending guarantee or providing securities or making investments in excess of limit specified under section 186 of the Companies Act, 2013, I hereby submit my report on the result of the votes casted by shareholders of the Company as under:

1. The Company has completed the dispatch of postal ballot forms along with notice and postage prepaid business reply envelope to its members on 29th February 2016, whose name(s) appeared on the Register of Members/list of beneficiaries on 19th February 2016.
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. All postal Ballot forms received upto the close of working hours (i.e. 5.00 p.m.) on 30th March 2016, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
5. The Ballot box was opened on 30th March 2016 in my presence.
6. 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 19th February 2016.

For "PROZONE INTU PROPERTIES LIMITED"


Director/ Authorized Signatory



HS ASSOCIATES

7. The results of e-vote casted by the shareholders through e-voting facilities have been downloaded from e-voting website www.evotingindia.com in my presence and consolidated with results of postal ballot by me.

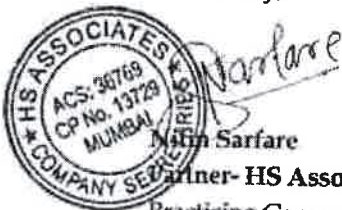
A summary of the voting through postal ballot and e-voting are as follows:

Description of Special Resolution: Grant of Loans or extending guarantee or providing securities or making investments in excess of limit specified under section 186 of the Companies Act 2013				
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(g) Total valid votes through Postal ballot forms and e-voting [(c) + (f)]	76	100625137	65.94%	100%
Votes in favor of special resolution	67	100519111	65.87%	99.89%
Votes against the special resolution	09	106026	0.07%	0.11%

Thus I hereby declare that the aforesaid Special Resolution was passed by 99.89% of total valid votes voted through postal ballot & e-voting.

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 authorised by the Company to supervise the postal ballot process.

Thanking you,
Yours truly,



Nalin Sarfare
Partner- HS Associates
Practicing Company Secretaries
Scrutiniser
Date: 31.03.2016
Place: Mumbai

For "PROZONE INTU PROPERTIES LIMITED"

Nikhil Chaturvedi
Director/ Authorized Signatory