

PROZONE INTU PROPERTIES LIMITED

(Erstwhile "Prozone Capital Shopping Centres Limited")

Registered Office: Provogue House, 105/106, Off New Link Road, Andheri (W), Mumbai 400 053 India

Ph: 91-22-30680560 **Fax:** 91-22-30680570 **CIN:** L45200MH2007PLC174147

Email: investorservice@prozoneintu.com, **Website:** www.prozoneintu.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No.

1. Name(s) of the Shareholder(s) including :
joint shareholder(s), if any, (in Block Letters)

2. Registered Address of the sole/first named :
shareholder

3. Registered folio No./ DP & Client ID No.* :
(*Applicable to investors holding shares
in dematerialized form)

4. No. of Shares held :

5. PAN/Sequence No. :

I/we hereby exercise my/our vote(s) in respect of the Special Resolution set out in the Notice dated 3rd July 2015 to be passed by means of Postal Ballot by conveying my/ our assent/ dissent to the said resolution by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Brief description of the Special Resolution	No. of shares held by me	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1	To consider and approve the part participation by wholly owned subsidiary of the Company in right issue of step-down subsidiary of the Company.			

Email Id :
(Company may use this email Id for future communication)

Mobile No. :

Place :

Date :

(Signature of shareholder)

Note: Please read the instructions printed overleaf carefully before executing your vote

ADDITIONAL INSTRUCTIONS FOR PHYSICAL BALLOT VOTING

1. A shareholder desiring to exercise his/her/its vote by Postal Ballot (“PB”) may complete the Postal Ballot Form (“PBF”) (a photocopy is permitted to be used for the purpose) and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing duly completed and signed PBF, if deposited in person or sent by courier at the expense of the member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of directors of the Company.
3. There will be one PBF for every folio/ client id irrespective of number of joint holders.
4. The PB shall not be exercised by a Proxy.
5. The votes should be cast either in favour or against by putting tick mark in the column provided for assent or dissent. PBF bearing tick marks in both the columns will render the form invalid.
6. Voting will be considered invalid and rejected on the grounds which shall include:
 - a. If the member’s signature on PBF does not tally with the specimen signature registered with the RTA/Company.
 - b. If the member has marked all his shares both in favor and also against the resolution.
 - c. If the PBF is unsigned.
 - d. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the name of member or number of votes or as to whether the votes are in favour or against or if the signature could not be checked on one or more of the above grounds.
7. The Scrutinizer’s decision on the validity of a PBF will be final.
8. The PBF should be duly completed and signed by the shareholder. In case of joint shareholding, this form should be completed and signed (as per specimen signature registered with the Registrar and Share Transfer Agent (RTA)/Company) by the first named shareholder and in his/her absence, by the next named shareholder. A shareholder may sign the PBF through an Attorney, in which case a copy of the Power of Attorney should be enclosed with the PBF.
9. In case of shares held by companies, trusts, societies etc. the duly completed PBF should be accompanied by a certified true copy of the relevant Board Resolution/Authority Letter.
10. Duly completed and signed PBF should reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, 5th August 2015. Any PBF received after the aforesaid date will be treated as if the reply from such shareholder(s) has not been received.
11. Members are requested not to send any other paper along with the PBF in the enclosed self addressed envelope (except the Board Resolution/Authority Letter specified in instruction 9 above) as all envelopes will be sent to the Scrutinizer and any extraneous papers found in such envelope would be destroyed by the Scrutinizer.
12. A member may request for a duplicate PBF, if so required. However, the duly filled in duplicate PBF should also reach to the Scrutinizer not later than the date specified in instruction 10 above.
13. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the shareholder(s) / Beneficial Owner(s) as on Friday, 26th June 2015.
14. The Scrutinizer will submit his report to the Chairman or any other Director of the Company after completion of the scrutiny and the result of the voting of the Postal Ballot/E-voting will be announced on or before Wednesday, 12th August 2015 at the Registered Office of the Company. The result will thereafter also be informed to the Stock Exchanges, hosted on the Company’s website www.prozoneintu.com and published in news papers for the information of the Members.
15. The date of declaration of the results of Postal Ballot/E-voting shall be taken to be the date of passing of the resolution.
16. **Members have option to vote either through e-voting process or PBF. If a member has opted for e-voting, then he/she should not vote by PB also and vice-a-versa. However, in a case members who cast their vote via physical ballot and e-voting both, then voting through e-voting shall prevail and voting done by PB shall be treated as invalid.**
17. Members who hold shares in dematerialized form and opt to vote by PB are advised to get their signatures verified by their banker/depository participant (DP). Signatures should be verified by the Manager of the concerned Banker/DP by affixing a rubber stamp/seal mentioning name and address of the Banker/DP and name, stamp and signature of the Manager.
18. All PBF shall be delivered on or before Wednesday, 5th August 2015 at the following address.

THE SCRUTINIZER,

Mr. Nitin Sarfare, Partner

M/s HS Associates, Company Secretaries

C/o Link Intime India Private Limited.

Unit: PROZONE INTU PROPERTIES LIMITED

C-13, Pannalal Silk Mills Compound,

L.B.S. Marg, Bhandup (W), Mumbai- 400078