

SCRUTINIZER'S REPORT

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

Subject: Scrutiniser's Report - Results of Postal Ballot - clause 49(V)(F) of the Listing Agreement.

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 Part participation by wholly owned subsidiary of the Company in right issue of step-down subsidiary of the Company, I hereby submit my report on the result of the votes casted by shareholders of the Company as under:

1. The Company completed on 6th July 2015, the dispatch of postal ballot forms along with notice and postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/list of beneficiaries on 26th June 2015.
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 5th August 2015, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
5. I opened the Postal Ballot forms in presence of two witnesses and scrutinised the same. The shareholding mention on forms by shareholders was confirmed with the Register of Members of the Company/ list of beneficiaries as on 26th June 2015.



6. No envelopes containing Postal Ballot forms were received after 5th August 2015.
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.

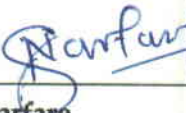
A summary of the voting through postal ballot and e-voting are as follows:

Description of Special Resolution:			
Part participation by wholly owned subsidiary of the Company in right issue of step-down subsidiary of the Company.			
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	17	9,67,73,208	63.42%
(b) Less: Invalid Postal Ballot Forms	0	0	0.00%
(c) Total valid Postal Ballot Forms; [(a) - (b)]	17	9,67,73,208	63.42%
(d) Total votes casted through e-voting	57	50,35,472	3.30%
(e) Less: Invalid e-voting	0	0	0.00%
(f) Total valid e-voting [(d) - (e)]	57	50,35,472	3.30%
(g) Total valid votes through Postal ballot forms and e-voting [(c) + (f)]	74	10,18,08,680	66.71%
Votes in favour of special resolution	67	10,18,01,026	66.71%
Votes against the special resolution	7	7,654	0.01%

Thus I hereby declare that the aforesaid Special Resolution was passed by requisite majority i.e. 99.99% votes given in favour of the resolution.

I have handed over the postal ballot forms and other related papers/registers and records for safe custody to Mr. Nikhil Chaturvedi, Managing Director and/ or Ms. Snehal Bansode, Company Secretary of the Company authorised by the Company to supervise the postal ballot process.

Thanking you,
Yours truly,


Nitin Sarfare
 Partner- HS Associates
 Practicing Company Secretaries
 Scrutinizer
 Date: 06.08.2015
 Place: Mumbai

