

Date: 31st March 2016

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Scrip: PROZONINTU

BSE Limited
Listing Department
P.J. Towers, Dalal Street, Fort
Mumbai 400 001
Scrip: 534675

Dear Sir/Madam,

Subject: Announcement of Postal Ballot Results – Regulation 44 of SEBI (LODR) Regulations, 2015

Further to our intimation dated 29th February 2016 made in compliance with Regulation 30 of SEBI (LODR) Regulations, 2015 submitting copies of Postal Ballot Notice and Form dispatched to the shareholders of the Company, 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**, please find enclosed herewith result of Postal Ballot in prescribed format declaring the resolution is passed as Special Resolution along with Scrutinizer's Report issued by Mr. Nitin Sarfare, Partner of M/s. HS Associates, Practicing Company Secretaries, the Scrutinizer.

Kindly take the same on your record and oblige.

Thanking you,

Yours truly,
For Prozone Intu Properties Limited



Ajayendra P. Jain
CS & Chief Compliance Officer



Encl: as above

PROZONE INTU PROPERTIES LIMITED
Postal Ballot result- Regulation 44 of SEBI (LODR) Regulations 2015

Date of the AGM/EGM	31.03.2016 (Being date of announcement of Postal Ballot result)
Total number of shareholders on record date/Cut off date i.e. 19th February 2016	27079
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group Public	Not Applicable

Resolution No. 1 :				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.				
Resolution required: (Ordinary/ Special):				Special				
Whether promoter/ promoter group are interested in the agenda/ resolution:				No				
Category	Mode of Voting	No of Shares held	No. of Votes Polled (Valid votes)	% of Votes polled on Outstanding shares	No of Votes - in Favour	No of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50901197	842366	1.65	842366	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Postal Ballot (if applicable)		50037211	98.30	50037211	0	100.00	0.00
	Total (a)	50901197	50879577	99.958	50879577	0	100.00	0.00
Public- Institutions	E-Voting	7764886	100000	1.29	0	100000	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		5415000	69.74	5415000	0	100.00	0.00
	Total (b)	7764886	5515000	71.02	5415000	100000	98.19	1.81
Public- Non Institutions	E-Voting	93936800	62301	0.07	56725	5576	91.05	8.95
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		44168261	47.02	44167809	450	100.00	0.00
	Total (c)	93936800	44230562	47.09	44224534	6026	99.99	0.01
Total (a) + (b) + (c)		152602883	100625139	65.94	100519111	106026	99.89	0.11

Note: Company has received invalid vote for 2 shares casted by one public shareholder



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"

Nhativedh
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.

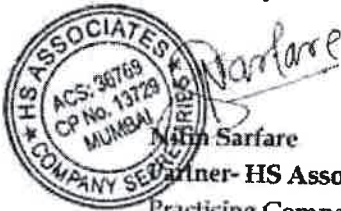
A summary of the voting through postal ballot and e-voting are as follows:

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				
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%

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,



Nikhil Chaturvedi
Nikhil Chaturvedi
Partner- HS Associates
Practicing Company Secretaries
Scrutiniser
Date: 31.03.2016
Place: Mumbai

For "PROZONE INTU PROPERTIES LIMITED"

Nikhil Chaturvedi
Director/ Authorized Signatory