

Date: 22nd February 2023

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

Subject: - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Postal Ballot Notice

Dear Sir/Madam,

Please find attached herewith a copy of Postal Ballot Notice (PBN) dated 14th February 2023 which is being sent to shareholders of the Company for seeking their approval on items as mentioned in PBN for Appointment of Ms. Dipa Hetal Hakani as an Independent Director of the company.

In accordance with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India (SEBI), from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding) and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, 17th February 2023. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice.

The Company has engaged the services of the National Securities Depositories Limited ("NSDL") to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday 17th February 2023 ("Cut-off date"). The remote e-voting period commences from 09.00 a.m. (IST) on Thursday, 23rd February 2023 and ends at 05.00 p.m. (IST) on Friday, 24th March 2023.

This Postal Ballot Notice will also be available on the Company's website at www.prozoneintu.com and on the website of NSDL at www.evoting.nsdl.com.

This information is being disseminated in compliance with clause 13 of Part A of Schedule III read with regulation 30 of SEBI (LODR) Regulations 2015.

This is for your information and records.

Thanking You,

Yours truly,

For Prozone Intu Properties Limited

Ajayendra Pratap Jain

CS and Chief Compliance Officer

Encl: as above

PROZONE INTU PROPERTIES LIMITED

CIN: L45200MH2007PLC174147

Regd. Office: 105/106, Ground Floor, Dream Square, Dalia Industrial Estate, Off New Link Road, Andheri (West) Mumbai 400053 | **Tel:** (+ 91 22) 68239000

Website: <https://prozoneintu.com/> **Email:** investorservice@prozoneintu.com

E-Voting starts on	E-Voting ends on
Thursday, 23 rd February 2023	Friday, 24 th March 2023

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

NOTICE is hereby given to the Members of Prozone Intu Properties Limited (“**the Company**”), pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standards as applicable to General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs (“**MCA**”) General Circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 3/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021 and 5th May, 2022, respectively (collectively referred to as “**MCA Circulars**”) and subject to other applicable laws and regulations, that the Resolutions appended below are proposed for approval by the Members by way of Postal Ballot, by voting through remote e-voting.

In view of the COVID-19 pandemic, the MCA has vide above referred MCA Circulars advised companies to seek Members’ approval on all proposals, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules framed thereunder, without holding a general meeting requiring physical presence of the Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by way of Postal Ballot. In pursuance of and in compliance with the said MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depository Participant/s. Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

Members may note that the Notice will also be available on the Company’s website, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited, respectively and website of National Securities Depository Ltd (“**NSDL**”). If your e-mail address is not registered with the Depository Participant/s, please follow the process provided in the Notes to receive this Postal Ballot Notice.

As required by Rule 20 and 22 of the Rules read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India and one Marathi daily newspaper circulating in Mumbai.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto.

In compliance with the provisions of Section 108, 110 of the Act read with Rules 20 and 22 of the Rules, as amended and Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is providing e-voting facility to its members to cast their vote on the resolutions proposed in this Notice of the Postal Ballot. For this purpose, the Company has engaged the services of NSDL to provide the e-voting facility to the Members. Members are requested to carefully follow the instructions under the Section 'Instructions for Remote E-voting' for exercising their votes.

The Board of Directors of the Company at its meeting held on Tuesday, 14th February 2023, has appointed Mr. Hemant Shetye, Designated Partner, M/s HSPN & Associates LLP, Practicing Company Secretaries, (Membership No. FCS-2827 & Certificate of Practice No. 1483), having office at 206, 2nd Floor, Tantia & Jogani Industrial Estate, J.R. Boricha Marg, opposite Lodha Excelus, Lower Parel (East), Mumbai 400011 as the Scrutinizer for conducting the postal ballot voting process in fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the votes casted through remote e-voting. The results of the e-voting shall be announced on or before Tuesday, **28th March 2023**. The said results will be intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website www.prozoneintu.com and on the website of NSDL.

The remote e-voting period commences at 9.00 a.m. (IST) on Thursday, 23rd February 2023 and ends at 5.00 p.m. (IST) on Friday, 24th March 2023. The Members are therefore requested to cast their vote **not later than 5:00 p.m. (IST) on Friday, 24th March 2023**. to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

SPECIAL BUSINESS:

1. Appointment of Ms. Dipa Hetal Hakani (DIN: 07155347) as an Independent Director of the company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT Ms. Dipa Hetal Hakani (DIN: 07155347) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective from 5th January 2023, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 ('Act') read with related Rules (including any modification or re-enactment thereof) and Article 121 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and the Articles of Association of the Company, Ms. Dipa Hetal Hakani (DIN: 07155347), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from 5th January 2023."

Registered Office:

105/106, Ground Floor, Dream Square, Dalia
Industrial Estate, Off New Link Road, Andheri
West Mumbai 400053

Tel : +91-22-68239000

Website: <https://prozoneintu.com/>

Email: investorservice@prozoneintu.com

Date: February 14, 2023

Place: Mumbai

By order of the Board of Directors
For Prozone Intu Properties Limited

Sd/-

Ajayendra Pratap Jain

CS & Chief Compliance Officer

ACS No: 20718

NOTES:

1. The Statement under the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolutions are annexed hereto.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to those Members whose names appear in the Company Register of Members/List of Beneficial Owners maintained by the Depositories as on Friday, 17th February 2023, ('Cut-off date) and whose e-mail IDs are registered with the Depository Participant(s). For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. Members whose names appear in the Company's Register of Members / List of Beneficial Owners as on the close of business hours on Friday, 17th February 2023 will be considered for the purpose of e-voting. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the close of business hours on Friday, 17th February 2023.
4. Corporate Members are entitled to appoint their authorised representatives to vote through e-voting on their behalf, pursuant to the provisions of Section 113 of the Companies Act, 2013.
5. Pursuant to the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer an e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting to enable the shareholders to cast their votes electronically.
7. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at www.prozoneintu.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
8. All documents referred to in the Notice will also be made available for electronic inspection without any fee by the members. Members seeking to inspect such documents can send an email to investorservice@prozoneintu.com.
9. Every client ID no./folio no. will have one vote, irrespective of number of joint holders. Members are requested to notify any change in their communication address or bank mandate to: (a) their respective Depository Participants in case of shares held in electronic form; or (b) the Company's Registrar & Share Transfer Agent, Link Intime India Private Limited (hereinafter referred as "RTA") at 247 Park , C-101 1st Floor, LBS Marg Vikhroli West, Mumbai -400083, in case of shares held in physical form.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
11. Members may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also made it mandatory for submission of PAN in the following cases: (i) Deletion of name of the deceased member(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Further, the Members are requested to kindly note that as per SEBI circular bearing no SEBI/HO/MIRSSD_RTAMB/PCIR/2021/655 dated 3rd November, 2021, it is mandatory for Members holding shares in physical form to register their

PAN, KYC details, Bank Particulars and Nomination against their folio no. PAN is also required to be linked to Aadhar No. by the Members to be considered as valid PAN.

a. For shares held in electronic form: to their Depository Participants (DPs)

b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form

12. The remote e-voting period commences at 9.00 a.m. (IST) on Thursday, 23rd February 2023 and ends at 5.00 p.m. (IST) on Friday, 24th March 2023. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
13. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
14. The Scrutinizer will submit their report to the Chairman or any person authorized by him after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting on or before Friday, 28th March 2023.
15. Resolution passed by shareholders with the requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
16. The results and the Scrutinizer's Report would be intimated to BSE Limited and the National Stock Exchange of India Limited, where the Company's Equity Shares are listed. Additionally, the results will also be uploaded on the Company's website www.prozoneintu.com and the website of NSDL www.evoting.nsdl.com
17. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.
18. ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 to avoid freezing of their folios on or after April 1, 2023 with RTA.
19. Members are further requested to note that non-availability of correct bank account details such as MICR ("Magnetic Ink Character Recognition"), IFSC ("Indian Financial System Code") etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.
20. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.
21. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.prozoneintu.com> and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
22. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
23. Members can contact the Company or RTA, for assistance in this regard. Members holding shares

in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

24. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
- a. Form ISR – 3: For opting out of nomination by shareholder(s)
 - b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

THE INSTRUCTIONS FOR SHAREHOLDERS INSTRUCTIONS ARE AS UNDER

25. The voting period begins at 9.00 a.m. (IST) on Thursday, 23rd February 2023 and ends at 5.00 p.m. (IST) on Friday, 24th March 2023. During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as one of the cut-off dates of Friday 17th February 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
26. In order to increase the efficiency of the voting process and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Demat account holders are being provided a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would now be able to cast their vote without having to register again with the e-voting service providers, thereby facilitating seamless authentication and convenience of participating in the e-voting process.
27. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access the e-Voting facility.

Instructions for Members for Remote E-voting

A) The details of the process and manner for Remote E-voting for Individual Members holding shares in Demat mode are explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	1. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, the option to register is available at <https://eservices.nSDL.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer on a mobile. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. sixteen-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in Demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat

	Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat	Your User ID is:
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(NSDL or CDSL) or Physical	
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hs@hspnassociates.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita Mote at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. Appointment of Ms. Dipa Hetal Hakani (DIN: 07155347) as an Independent Director of the Company

In terms of provisions of regulation 24(1) of the SEBI (LODR) Regulations, 2015, at least one independent director on the Board of Directors of the listed entity shall be a director on the Board of Directors of an unlisted material subsidiary company, whether incorporated in India or not.

Further, regulation 17(1C) of the SEBI (LODR) Regulations 2015 requires the listed company shall ensure that the approval of shareholders for appointment or reappointment of person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The management noted that Ms. Dipa Hetal Hakani was holding the position of an Independent Director in all three material subsidiaries of the Company namely; Alliance Mall Developers Co Pvt Ltd, Empire Mall Pvt Ltd and Hagwood Commercial Developers Pvt Ltd since 12th December 2017 and hence it was considered appropriate to appoint her also on the Board of the Company to meet the immediate requirement stipulated under Regulation 24(1) of SEBI (LODR) Regulations, 2015.

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Dipa Hetal Hakani as an additional Independent Director on the Board for a period of five years with effect from 5th January 2023 subject to approval of the Members of the Company.

Ms. Dipa Hakani has a Bachelor of Commerce degree from Mithibai College, Mumbai and a Diploma in Financial Management from NMIMS, Mumbai. She is having 20 years of rich working experience in management and operation of various entities. She is registered as an eligible Independent Directors in the databank maintained by the Indian Institute of Corporate Affairs (IICA) and has also cleared the proficiency test conducted by IICA for becoming an eligible Independent Director and her registration number is IDDB-DI-202002-012967 effective from 21st February 2020.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director. The Company has also received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as Director under Section 164(2) of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2, the details of Director seeking appointment is given as Annex-I.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company as a Special Resolution.

Except Ms. Dipa Hakani, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the proposed resolution as set out in the Notice.

Registered Office:

105/106, Ground Floor, Dream Square,
Dalia Industrial Estate, Off New Link Road, Andheri
West Mumbai 400053

Tel : +91-22-68239000

Website: <https://prozoneintu.com/>

Email: investorservice@prozoneintu.com

Date: February 14, 2022

Place: Mumbai

By order of the Board of Directors
For Prozone Intu Properties Limited

Sd/-

Ajayendra Pratap Jain

CS & Chief Compliance Officer

ACS No:20718

ANNEX-I

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ENSUING ANNUAL
GENERAL MEETING**

**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]**

Name of the Director	Ms. Dipa Hakani
Date of Birth	14.11.1974
Date of first appointment	05.01.2023
Qualification	Bachelor of Commerce and Diploma in Financial Management
Shareholding of director	Nil
Brief Resume	Please refer explanatory statement
Directors Inter-se relationship	NIL
Years of experience	20+ years
No. of Board Meeting attended in FY	NIL
Area of expertise	Ms. Dipa Hakani is a qualified independent director and is on Board of Company's material subsidiaries from December 2017. She is having 20 years of experience in management and operation of various entities. Currently she is associated with many social organisations and participating in activities for social welfare.
Directorships held in public Companies including private companies which are subsidiaries of public companies (excluding foreign and private companies) and details of memberships and chairmanships in Committees (includes only Audit Committee and Stakeholders' Relationship Committee)	
Name of Company	Details of Committee and position
Prozone Intu Properties Limited	Nil
Alliance Mall Developers Co Private Limited	Member- Audit Committee
Empire Mall Private Limited	Member- Audit Committee
Hagwood Commercial Developers Private Limited	Member- Audit Committee