

Date: 20<sup>th</sup> December 2022

**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 16<sup>th</sup> December 2022 which is being sent to shareholders of the Company for seeking their approval on following items as mentioned in PBN:

Sr. No.	Type of Resolution	Description of Resolution
1.	Special Resolution	Approval of change of name of the Company from "Prozone Intu Properties Limited" to "Prozone Realty Limited" and consequent alteration in Memorandum and Articles of Association of the Company
2.	Special Resolution	Increase in the limits applicable for extending loans, making investments, and providing guarantee(s) or security under Section 186 of the Companies Act, 2013
3.	Ordinary Resolution	Reclassification of the certain Promoter of the Company along with his persons acting in concert (PACs) and a private family trust, an entity forming part of the promoter group from the Promoter category to the Public Category

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, 16<sup>th</sup> December 2022. 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 16<sup>th</sup> December 2022 ("Cut-off date"). The remote e-voting period commences from 09.00 a.m. (IST) on Wednesday, 21<sup>st</sup> December 2022 and ends at 05.00 p.m. (IST) on Thursday, 19<sup>th</sup> January 2023.



**PROZONE INTU PROPERTIES LIMITED**

Regd. Office : 105/106, Ground Floor, Dream Square, Dalia Industrial Estate, Off New Link Road, Andheri (W), Mumbai - 400 053  
CIN: L45200MH2007PLC174147 | T: +91 22 6823 9000/ 9001  
Email [investorservice@prozoneintu.com](mailto:investorservice@prozoneintu.com) | Website [www.prozoneintu.com](http://www.prozoneintu.com)

This Postal Ballot Notice will also be available on the Company's website at [www.prozoneintu.com](http://www.prozoneintu.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

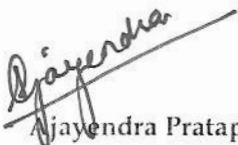
This information is being disseminated in compliance with clause 13 of Part A of Schedule III read with regulation 30 of SEBI (LODR) Regulations 2015.

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](mailto:investorservice@prozoneintu.com)

E-Voting starts on	E-Voting ends on
Wednesday, 21 <sup>st</sup> Dec 2022	Thursday, 19 <sup>th</sup> January 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 Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022 and General Circular No. 3/2022 dated May 6, 2022 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), to transact a special business by passing a special resolution by way of postal ballot through e-voting. Further details are set out in this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Depository Participant/s. 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.

A statement pursuant to Sections 102, 110, and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors, at its meeting held on November 14, 2022, has appointed Mr. Omkar Dindorkar (Certificate of Practice No. 24580), failing him, Ms. Deepti Kulkarni (Certificate of Practice No. 22502), Partners of M/s. MMJB & Associates, Practicing Company Secretaries (email: [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in)), as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The remote e-voting period commences at 9.00 a.m. (IST) on Wednesday, 21<sup>st</sup> December 2022 and ends at 5.00 p.m. (IST) on Thursday, 19<sup>th</sup> January 2023. The Members are therefore requested to cast their vote **not later than 5:00 p.m. (IST) on Thursday, 19<sup>th</sup> January 2023**. to be eligible for being considered, failing which it will be considered that no vote has been received from the Members.

The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced on or before on Monday, 23<sup>rd</sup> January 2023.**

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 and the website of National Securities Depository Limited ("NSDL") at [e-voting website].

**SPECIAL BUSINESS:**

**1. Change in name of the Company from 'Prozone Intu Properties Limited' to 'Prozone Realty Limited' and consequential alteration to MOA and AOA of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Maharashtra, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from 'Prozone Intu Properties Limited' to 'Prozone Realty Limited' as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association, and Name in the Clause 2 of the Articles of Association of the Company be altered as under:

*"The Name of the Company is Prozone Realty Limited"*

**RESOLVED FURTHER THAT** upon receipt of a fresh Certificate of Incorporation or relevant document consequent upon the change of name, the old name, i.e. "Prozone Intu Properties Limited" be substituted with the new name, i.e. "Prozone Realty Limited" in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper, or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit; and to give effect to this resolution and matters incidental or ancillary thereto.

**2. Increase in the limits applicable for extending loans, making investments, and providing guarantee(s) or security under Section 186 of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions, and permissions as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii)

give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase, or otherwise, the securities of any other body corporate; as they may in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding to Rs. 1,000 Crore (Rupees One Thousand Crore only) outstanding at any point of time, notwithstanding that amount of investments, loans, guarantee(s) and security already provided or proposed to be provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

**3. Reclassification of the certain Promoter of the Company along with his persons acting in concert (PACs) and a private family trust, an entity forming part of the promoter group from the Promoter category to the Public Category**

To consider and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory amendments made thereto]] and other applicable laws and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded for re-classification of the following promoters and persons/ entities falling under the category promoter group from the Promoter Category to Public Category (“hereinafter referred to as the “Outgoing Promoters”)

<b>Name of Promoter/ Promoter Group</b>	<b>Category</b>	<b>No. of Shares held</b>	<b>% of Equity Shares</b>
A. Mr. Deep Gupta	Promoter	0	0.0000%
B. Mrs. Veena Gupta (Wife of A)	Promoter’s PAC	0	0.0000%
C. Mrs. Santosh Gupta (Mother of A)	Promoter’s PAC	10,000	0.0066%
D. Mr. Subhash Gupta (Father of A)	Promoter’s PAC	5,685	0.0037%
E. Deep Gupta Family Trust	Promoter Group	35,77,462	2.3443%
<b>Total</b>		<b>35,93,147</b>	<b>2.3545%</b>

**RESOLVED FURTHER THAT** the above outgoing promoters have confirmed that all the conditions specified in sub-clause (i) to (vii) of Regulation 31A(3)(b) of the Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned in Regulation 31A of the Listing Regulations post reclassification from “Promoter Group” to “Public”.

**RESOLVED FURTHER THAT** upon receipt of necessary approval(s) from the Stock Exchange(s) for reclassification of the above entities, the Company shall effect such reclassification in the statement of shareholding pattern from immediate succeeding quarter under Regulation 31 of the Listing Regulations and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and Compliance officer of the Company be and are hereby severally authorized to do all acts, deeds, matters, and things and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**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://prozointu.com/>

**Email:** [investorservice@prozointu.com](mailto:investorservice@prozointu.com)

**Date:** December 16, 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

## 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 Register of Members/List of Beneficial Owners maintained by the Depositories as on Friday, 16<sup>th</sup> December 2022, ('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. 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.
4. 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.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at [www.prozoneintu.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. 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](mailto:investorservice@prozoneintu.com).
7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners on Friday, 16<sup>th</sup> December 2022. The members whose names appear in the Register of Members/list of Beneficial Owners as of Friday, December 16, 2022 being the cut-off date are entitled to vote on the Resolutions outlined in this Postal Ballot Notice.
8. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as of Friday, 16<sup>th</sup> December 2022 is the cut-off date fixed for the purpose.
9. The remote e-voting period commences at 9.00 a.m. (IST) on Wednesday, 21<sup>st</sup> December 2022 and ends at 5.00 p.m. (IST) on Thursday, 19<sup>th</sup> January 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.
10. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
11. 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 Monday, 23<sup>rd</sup> January 2023.
12. 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.
13. 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](http://www.prozoneintu.com) and the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
14. 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.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
  - 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
16. 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.

17. 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.
18. 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.
19. 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.prozzoneintu.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.
20. 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.
21. 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.
22. 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 NG ARE AS UNDER**

23. The voting period begins at 9.00 a.m. (IST) on Wednesday, 21<sup>st</sup> December 2022 and ends at 5.00 p.m. (IST) on Thursday, 19<sup>th</sup> January 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, 16<sup>th</sup> December 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
24. 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.
25. 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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</li> </ol>

	<p>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.</p> <ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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?**

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 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 (NSDL or CDSL) or Physical	Your User ID is:
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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [scrutinisers@mmjc.in](mailto:scrutinisers@mmjc.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto:evoting@nsdl.co.in)

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

### **1. Change in name of the Company from 'Prozone Intu Properties Limited' to 'Prozone Realty Limited' and consequential alteration to MOA and AOA of the Company.**

The Members are requested to take note that the Board of Directors of the Company, subject to the approval of members of the Company, has proposed to change the name of the Company by passing a resolution on Friday, December 16, 2022, from 'Prozone Intu Properties Limited' to 'Prozone Realty Limited' without any change in existing business and objective of the Company and also approved the consequent changes in the Memorandum of Association and the Articles of Association of the Company to the extent of change in name of the Company in respective part(s)/ portion(s) therein . The office of the Central Registration Centre (CRC) of the Ministry of Corporate Affairs (MCA) has also confirmed the availability of proposed name and reserved the proposed name for the Company.

Your management believes that the change in the name of the Company which is being undertaken as part of corporate rebranding would make the name of the Company more simpler focused, and relatable/ connected to the current business activities and publicly known brand of the Company.

Further, please be informed that consequent upon the change of name of the Company, the name "Prozone Realty Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company, documents, letterhead, Invoices, and places etc. would be substituted with the new name i.e., "Prozone Realty Limited".

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders of the Company by way of passing a Special Resolution.

It may be further noted that the said change in the name of the Company will be effective post receipt of approval from the Registrar of Companies (ROC) of MCA or other regulatory authority(ies) and upon receipt of Fresh Certificate of Incorporation in the new name of the Company i.e., "Prozone Realty Limited".

A certificate obtained from CA Neeraj Chordia, Partner of M/s Garg & Associates, Chartered Accountants, Mumbai dated 6<sup>th</sup> December 2022 in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations is annexed hereto and forms part of this postal ballot notice and explanatory statement thereon.

The Board recommends, in the best interest of the Company, that the Special Resolution set out at Item No. 1 in this Notice be passed as a Special Resolution by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution.

### **2. Increase in the limits applicable for extending loans, making investments, and providing guarantee(s) or security under Section 186 of the Companies Act, 2013**

The provisions of Section 186 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provide that no company is permitted to, directly or indirectly,

- a. give any loan to any person or other body corporate;
- b. give any guarantee or provide security in connection with a loan to any other body corporate or person;  
and
- c. acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186 of the Act, exceeds or likely to exceed the limits specified therein, the prior approval of Members would be required by way of a Special Resolution.

Prozone Intu Properties Limited (“**the Company**”) carries on the business to create, develop and manage world-class regional shopping centres and associated mixed-use developments. The subsidiaries/group companies of the Company are engaged in various residential and shopping malls development projects. The group has two shopping centres in Aurangabad & Coimbatore and other projects in Mumbai, Nagpur, Coimbatore & Indore etc. either directly or through subsidiaries or SPVs, and currently aggressively looking for other projects or investment opportunities, directly or indirectly through its subsidiaries/ JVs/ SPVs or along with other business partners.

In the course of its business operation, the Company is required to give loan to, corporate guarantee or securities and may invest further amount in available business/ investment opportunities, hence considering future business operations and other requirements, it is proposed to enhance the current limit of transactions made/ to be made which are falling under ambit of Section 186 of the Companies Act 2013, as approved by the members of the Company vide its resolution dated 31<sup>st</sup> March 2016 through postal ballot process from Rs 700 Crores to Rs 1000 Crores

Please take note that the Shareholders in the Annual General Meeting of the Company held on September 30, 2022, has approved all material-related party transactions with the subsidiaries/group companies in compliance with recent amendment in regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and the same are available at the website of the Company i.e., <https://prozoneintu.com/investors-corner>.

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

None of the Directors/Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in the Notice.

**3. Reclassification of the certain Promoter of the Company along with his persons acting in concert (PACs) and a private family trust, an entity forming part of promoter group from Promoter category to Public Category**

The Company received requests for re-classification from one promoter and his PACs/ entities falling under the category promoter group

<b>Name of Promoter/ Promoter Group</b>	<b>Category</b>	<b>No. of Shares held</b>	<b>% of Equity Shares</b>
A. Mr. Deep Gupta	Promoter	0	0.0000%
B. Mrs. Veena Gupta (Wife of A)	Promoter’s PAC	0	0.0000%
C. Mrs. Santosh Gupta (Mother of A)	Promoter’s PAC	10,000	0.0066%
D. Mr. Subhash Gupta (Father of A)	Promoter’s PAC	5,685	0.0037%
E. Deep Gupta Family Trust	Promoter Group	35,77,462	2.3443%
	<b>Total</b>	<b>35,93,147</b>	<b>2.3545%</b>

Pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) along with amendments thereto, the Board of Directors of the Company (“the Board”) at its meeting held on 14<sup>th</sup> November 2022 approved the request for

reclassification, and recommended placing the same before the Members for their approval and subsequently making application for obtaining approval of the Stock Exchanges.

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of Listing Regulations, the entities seeking reclassification have confirmed that:

- a. they, together, do not hold more than ten percent of the total Voting Rights in the Company.
- b. they do not exercise control over the affairs of the Company directly or indirectly.
- c. they do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- d. they are not represented on the Board of Directors (including not having a Nominee Director) of the Company.
- e. they do not act as Key Managerial Personnel in the Company.
- f. they are not 'wilful defaulters' as per the Reserve Bank of India Guidelines.
- g. they are not fugitive economic offenders.

Further, they have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A of Listing Regulations.

The Company complies with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the stock exchanges, and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the Depositories.

With Regulation 31A of the Listing Regulations, the reclassification of the status of a shareholder, holding more than one percent of the total voting rights in the Company, from the 'promoter group' category to the 'public' category, inter alia, requires approval of Members of the Company by way of an Ordinary Resolution and also the approval of the Stock Exchanges, where the equity shares of the Company are listed.

Further, the outgoing Promoters and other persons related to them shall not vote to approve such reclassification request.

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

None of the Directors or Key Managerial Personnel or 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://prozointu.com/>

**Email:** [investorservice@prozointu.com](mailto:investorservice@prozointu.com)

**Date:** December 16, 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

**ANNEXURE**

**A certificate by Chartered Accountant**

**(In terms of Regulation 45(3) of SEBI (LODR) Regulations, 2015)**

**TO WHOM SO EVER IT MAY CONCERN**

On the basis of a review of necessary documents, records, and available information as of the date of the certificate and explanation provided to us by PROZONE INTU PROPERTIES LIMITED (CIN: L45200MH2007PLC174147) (the "Company"), having its registered office at, 105/106, Ground Floor, Dream Square, Dalia Industrial Estate, Off New Link Road, Andheri (West), Mumbai 400053, we certify the following in terms of Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- a. the Company was incorporated on 14<sup>th</sup> September 2007 and lastly it has changed its name from Prozone Capital Shopping Centres Limited to current name effective from 24<sup>th</sup> July 2014.

In view of the same, the Company is in compliance with the condition of a time period of at least one year being elapsed from the last name change ***does not arise***.

- b. the condition of at least fifty percent of the total revenue in the preceding one-year period to be accounted for by the new activity suggested by the new name ***is not applicable*** as there is no change in the activity suggested by a new name.
- c. Since, there is no change proposed in the current activity/ project of the Company, the condition of the investment of the amount of at least fifty percent of the assets in the new activity/project ***is not applicable***.

This certificate is issued as per requirements of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Garg & Associates**  
**Chartered Accountants**  
**(FRN no: 000185C)**

Sd/-

**CA Neeraj Chordia**

**Partner**

(M. No. 220853)

UDIN: 22220853BFTXVD5150

Date: 16/12/2022

Place: Mumbai