

PROZONE INTU PROPERTIES LIMITED

(Erstwhile "Prozone Capital Shopping Centres Limited")

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

Ph: +91-22-30680560 Fax: +91-22-30680570 Email: investorservice@prozoneintu.com

Corporate Identification Number: L45200MH2007PLC174147, Website: www.prozoneintu.com

NOTICE

Notice is hereby given that the 9th Annual General Meeting of the members of Prozone Intu Properties Limited will be held on Thursday, 22nd September 2016 at 11.00 a.m. at Eden Hall, The Classique Club, Behind Infinity Mall, New Link Road, Andheri (West), Mumbai - 400053 to transact the following business:

As ordinary business:

1. To receive, consider and adopt the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended 31st March 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Salil Chaturvedi (**DIN: 00004768**), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To ratify the appointment of Statutory Auditors and fix their remuneration.**

"Resolved that pursuant to provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s SGCO & Co., Chartered Accountants (ICAI Firm Registration No. 112081W), as the statutory auditors of the Company to hold office from the conclusion of the 9th Annual General Meeting of the Company, be and is hereby ratified and that the Board of Directors of the Company, be and is hereby authorized to fix the remuneration payable to them for the said period."

As Special Business:

4. **Appointment of Ms. Deepa Misra Harris, (DIN: 00064912) as an Independent Woman Director.**

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

"Resolved that pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Reg. 25 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015), Ms. Deepa Misra Harris, (**DIN: 00064912**) who was appointed as an Additional Director of the Company by the Board of Director with effect from

8th February, 2016 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Deepa Misra Harris as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Woman Director of the Company for a term of 5 years up to 8th February 2021 and whose office shall not be liable to retire by rotation.

5. **Appointment of Mr. Dushyant Singh Sangar, (DIN:07347397) as Non- Executive Director**

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

"Resolved That pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable provisions of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015), Mr. Dushyant Singh Sangar, (**DIN: 07347397**) who was appointed as an Additional Director of the Company by the Board of Director with effect from 8th February, 2016 in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Dushyant Singh Sangar as a candidate for the office of director of the Company, be and is hereby appointed as Non-Executive Director of the Company, and whose office shall be liable to retire by rotation.

6. **Determination of a fee to be charged from members for delivery of documents in their desired mode**

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

"Resolved that pursuant to provisions of section 20 and other applicable provisions of the Companies Act, 2013 and respective rules made thereunder, the members of the Company hereby approve that on receipt of request from a member requesting for delivery of any document through a particular mode, a fee of Rs. 50/- per document be levied or charged from a member of the Company, over and above the reimbursement of actual expenses incurred by the Company for sending of the document to him in the desired manner.

Further resolved that the estimated fees for delivery of the documents shall be paid by the members in advance to the Company, before despatch of such document(s).

Further resolved that the key managerial personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, things and matters as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter, including determination of estimated fees for delivery of document to be paid in advance by member(s) of the Company.:

**By Order of the Board of Directors
Prozone Intu Properties Limited**

Date: 19th May 2016

Place: Mumbai

Ajayendra P. Jain

CS and Chief Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the Registered Office of the Company during business hours on any working day except Saturdays up to the date of this Annual General Meeting of the Company

4. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the Company a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting

5. 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 not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

7. Details pursuant to Regulations 26 and 36 of the SEBI (LODR) Regulations, 2015 read with Secretarial Standard -2 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

8. The notice of AGM along with Annual Report for 2015-16 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

9. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.

10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case may be.

11. This notice is being sent to all members of the Company whose names appear in the Register of Members/ list of beneficiaries received from the depositories on the end of Friday, 19th August 2016.

12. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorised representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed. Duplicate attendance slips will not be issued.

13. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule

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18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.prozoneintu.com. Kindly bring your copy of Annual Report to the meeting.

14. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.
15. No gifts shall be provided to members before, during or after the AGM.
16. Members may pursuant to section 72 of the Companies Act 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 file nomination in prescribed form SH-13 with the respective depository participant.
17. Members are requested to notify change of address and update bank accounts details to their respective depository participants directly.
18. A route map showing direction to reach the venue of the 9th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
19. **Voting through electronic means ("Remote E-voting"):**
 - a. Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company provides its members the electronic facility to exercise their right to vote at the AGM. The business at the AGM may be transacted through e-voting services provided by the Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/ her/ its discretion, subject to compliance with the instructions prescribed below.
 - b. The facility for voting through polling paper shall be made available at the meeting and the members attending the Meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the Meeting through polling paper.

The instructions for members voting by remote e-voting are as under:

A. In case of members receiving the Notice of AGM via-email

- i. The remote e-voting period begins on Monday, 19th September 2016 from 10.00 a.m. and ends on Wednesday, 21st September 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 15th September 2016 may cast their vote by Remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.

Persons who have acquired shares and become members of the Company after the dispatch of the Notice of the AGM but on or before the cut-off date i.e. Thursday, 15th September 2016, may obtain their user ID and password for e-voting from Company's registrar and transfer Agent, Link Intime India Private Limited or from CDSL. However, if the person is already registered with CDSL for remote e-voting then the existing User ID and Password can be used for remote e-voting.

- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker pasted on your envelope of this report.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi. Click on the EVSN for the PROZONE INTU PROPERTIES LIMITED.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the same password then, enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of the Notice of AGM:

Members holding shares in either Demat or physical mode who are in receipt of Notice of AGM in physical form may opt for e-voting. Please follow steps from sr. no. (i) to (xix) under the heading "A" above to vote through e-voting platform.

In the event a member casts his votes through both processes i.e. e-voting and Polling Paper, the votes casted through the e-voting system would be considered, and the Polling Paper would be disregarded.

The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.prozoneintu.com and on the website of CDSL, i.e. www.evotingindia.com within two days of the passing of the resolutions at the 9th AGM of the Company on Thursday, 22nd September 2016 and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN 9th ANNUAL GENERAL MEETING			
Name of the Director	Ms. Deepa Misra Harris	Mr. Dushyant Singh Sangar	Mr. Salil Chaturvedi
Date of Birth	26.10.1958	04.01.1982	22.04.1971
Date of first appointment	08.02.2016	08.02.2016	27.02.2012
Qualification	Post graduate	Bachelor of Science	B. Sc
Shareholding of directors	Nil	Nil	Nil
Directors Inter-se relationship	N.A.	N.A.	Brother of Mr. Nikhil Chaturvedi, Managing Director of the company.
Years of experience	30 Years	13	16+
No. of Board Meeting attended in FY	0	0	3
Area of expertise	Ms. Deepa Harris is founder & CEO of brands Welove, its marketing and branding services. She is specialist in branding, marketing and sales. Ms. Deepa has over 30 years of experience in luxury and hospitality category.	Mr. Dushyant Singh Sangar is an experienced corporate financier and real estate investment professional. He is the Corporate Development Director of Intu Properties plc ("Intu") and is a member Intu's Executive Committee which is responsible for the day to day operations of the business. He also sits on the board of directors of Intu's Spanish business Prior to Intu, Mr. Dushyant worked for MGPA & UBS.	Mr. Salil Chaturvedi is a Deputy Managing Director of the Company. He leads corporate strategy of the Company from a track record of spearheading successful business development across sectors. He is also responsible for the new asset class initiatives in the residential and commercial sectors
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	
Name of Director: Ms. Deepa Misra Harris			
Prozone Intu Properties Limited		Nil	
Name of Director: Mr. Dushyant Singh Sangar			
Prozone Intu Properties Limited		Nil	
Name of Director: Mr. Salil Chaturvedi			
Prozone Intu Properties Limited		Member- Stakeholders' Relationship Committee and Audit Committee	
Provogue (India) Limited		Chairman- Stakeholders' Relationship Committee	
Empire Mall Private Limited		Nil	
Flowers, Plants & Fruits Pvt. Ltd		Nil	
Provogue Personal Care Private Limited		Nil	

**By Order of the Board of Directors
Prozone Intu Properties Limited**

**Date: 19th May 2016
Place: Mumbai**

**Ajayendra P. Jain
CS & Chief Compliance Officer**

Notice

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No 4

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members.

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, have appointed Ms Deepa Misra Harris, as an Independent Woman Director with effect from 8th February, 2016 subject to the approval of members of the company.

Ms Deepa Misra Harris, Founder & CEO of BrandsWeLove, is Specialist in Branding, Marketing and Sales - over 30 years in the luxury and hospitality category. Experienced in multiple disciplines, strategy development, marketing solutions and delivering growth and multi-platform executions across diverse global markets, with proven track record across all brand categories – from Luxury to Budget, delivering double digit growth. A unique luxury specialist having worked on India's original and oldest luxury brand The Taj. A highly recognised influencer and opinion leader in luxury and hospitality with numerous achievements to her credit.

Ms. Deepa Misra Harris previously worked as Senior Vice President Global Sales & Marketing, Taj Hotels Resorts and Palaces across 4 brands and 127 hotels worldwide, responsible for meeting budgets and top line revenues; and brand custodian with a proven track record of delivering desired growth and leader brand positions

Ms. Deepa Misra Harris fulfils the conditions specified in the Section 149(6) and other applicable provisions of the Companies Act, 2013 read with Schedule IV, the rules made there under and SEBI (LODR) Regulations, 2015 to be appointed as an Independent Director of the company.

As per the provisions of Section 149 (10) of the Companies Act, 2013 an Independent Director can be appointed for a term upto five consecutive years. The Company has received a notice in writing from a member alongwith a deposit of prescribed fee proposing the candidature of Ms. Deepa Misra Harris for the office of Director under the provisions of Section 160 of the Act.

Ms. Deepa Misra Harris does not hold any shares of the Company.

The Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Deepa Misra Harris as an Independent Woman Director. Accordingly, the Board recommends the resolution, for

the approval by the shareholders of the Company as an ordinary resolution.

Except Ms. Deepa Misra Harris, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No 5

In accordance with the provisions of Section 152 read with other applicable provisions of the Act, appointment of Director requires approval of members.

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, have appointed Mr. Dushyant Singh Sangar, as an additional and Non-Executive Director of the Company with effect from 8th February, 2016, who shall be liable for retire by rotation.

Mr. Dushyant Singh Sangar is an experienced corporate financier and real estate investment professional. He is the Corporate Development Director of Intu Properties plc ("Intu") and is a member of Intu's Executive Committee which is responsible for the day to day operations of the business. He also sits on the board of directors of Intu's Spanish business.

Mr. Dushyant Singh Sangar joined Intu in 2010 and has been involved in all of the company's M&A and new business activity since then which in aggregate is more than £3 billion in value of transactions. Notable transactions include: the acquisition of the Trafford Centre; the acquisition of Westfield's non-London UK portfolio; the creation of a 50/50 joint venture with Canada Pension Plan Investment Board to acquire two prime regional shopping centres in Spain; and the divestment of 80% of Intu Uxbridge to KWAP, a Malaysian state pension fund.

The Company has received a notice in writing from a member alongwith a deposit of prescribed fee proposing the candidature of Mr. Dushyant Singh Sangar for the office of Director under the provisions of Section 160 of the Act.

Mr. Dushyant Singh Sangar does not hold any shares of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution

Item No 6

Section 20(2) of the Companies Act 2013 mandates that a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or delivering at his office or address, or by such electronic or other mode as may be prescribed. It further provides that a member may request for delivery of any document to him through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members of the Company to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of document in a particular mode, as mentioned in the resolution.

Since, section 20 of the Companies Act 2013 requires the fees to be determined in the Annual General Meeting, your directors

accordingly recommend the matter for approval of members the of the Company by passing an ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6

**By Order of the Board of Directors
Prozone Intu Properties Limited**

**Date: 19th May 2016
Place: Mumbai**

**Ajayendra P. Jain
CS and Chief Compliance Officer**

ROUTE MAP TO THE VENUE OF THE AGM

