

## Nailsfield Limited

IFS Court, Bank Street, TwentyEight, Cybercity, Ebene 72201, Mauritius

Tel: (230) 467 3000 Fax: (230) 467 4000

Ref: FS/ZN/TAR

(Please quote our reference in your reply)

14 May 2018

By email

Bombay Stock Exchange  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001  
[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

National Stock Exchange of India Ltd.  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051  
[cmlist@nse.co.in](mailto:cmlist@nse.co.in)

Prozone Intu Properties Limited  
105/106, Ground Floor, Dream Square,  
Dalia Industrial Estate, Off New Link Road,  
Andheri West, Mumbai- 400053  
[investorservice@prozoneintu.com](mailto:investorservice@prozoneintu.com)

Dear Sirs/Madams

**Disclosure pursuant to Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to sale of shares of Prozone Intu Properties Limited.**

Pursuant to the disclosure required to be made under Regulation 29(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please find attached the disclosure in respect of the sale of shares of Prozone Intu Properties Limited by Nailsfield Limited ("Nailsfield") in favour of Intu India (Portfolio) Limited ("Intu India").

Both Nailsfield and Intu India are wholly owned subsidiaries of Intu Properties plc, a company incorporated in England ("Intu UK"). The said transfer of shares is a part of Intu UK's strategy of reorganising its investments into Indian securities. Therefore, there is no change in the aggregate shareholding of Intu UK into Prozone Intu Properties Limited as a result of the said transfer of shares from Nailsfield to Intu India.

This is for your information and records.

Yours faithfully

**Zakir Hussein Niamut**  
Director

14/05/18

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Prozone Intu Properties Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Intu India (Portfolio) Limited, Nailsfield Limited (each a wholly owned subsidiary of Intu Properties plc.)		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	49,410,788 shares	32.38%	32.38%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	NIL	NIL	NIL
<b>Total (a+b+c+d)</b>	<b>49,410,788 shares</b>	<b>32.38%</b>	<b>32.38%</b>
<b>Details of acquisition/sale</b>			
a) Shares carrying voting rights acquired/sold	5,415,000 shares	3.55%	3.55%
b) VRs acquired /sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
<b>Total (a+b+c+/-d)</b>	<b>5,415,000 shares</b>	<b>3.55%</b>	<b>3.55%</b>
<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	49,410,788 shares	32.38%	32.38%
b) Shares encumbered with the acquirer	NIL	NIL	NIL

14/07/18

c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL
<b>Total (a+b+c+d)</b>	<b>49,410,788 shares</b>	<b>32.38%</b>	<b>32.38%</b>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Inter-se transfer		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	Ordinary Equity Shares		
Equity share capital / total voting capital of the TC before the said acquisition / sale	Rs.305,205,766/- 152,602,883 Equity Shares of Rs 2 Each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs.305,205,766/- 152,602,883 Equity Shares of Rs 2 Each		
Total diluted share/voting capital of the TC after the said acquisition	Rs.305,205,766/- 152,602,883 Equity Shares of Rs 2 Each		

(\* ) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Signature of the Seller / Authorised Signatory

Name: Zakir Hussein Niamut

Designation: Director

Place: Ebene, Mauritius

Date: 14 May 2018