

The General Manager,  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai - 400 001  
[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

The Vice-President  
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)

Date: 14 May 2018

Dear Sirs/Madams,

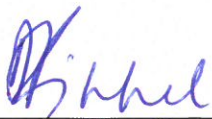
**Sub: Disclosure pursuant to Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") in relation to acquisition of shares of Prozone Intu Properties Limited.**

Pursuant to the requirement under Regulation 10(6) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, please see enclosed the disclosure in respect of the acquisition of shares of Prozone Intu Properties Limited by Intu India (Portfolio) Limited ("**Acquirer**") from Nailsfield Limited ("**Transferor**").

Under Regulation 10(1)(a)(iii) of the Takeover Regulations, inter se transfers between "qualifying persons" are exempted from the obligation to make an open offer under Regulations 3 and 4 of the Takeover Regulations. For the purposes of Regulation 10(1)(a)(iii), "qualifying persons" includes, among others, "a company, its subsidiaries, its holding company, other subsidiaries of such holding company...". The transfer in the instant case is between the Transferor, which is a wholly-owned subsidiary of Intu Properties plc ("**Intu UK**") and the Acquirer, which is another wholly owned subsidiary of Intu UK. The acquisition of shares is a part of Intu UK's strategy of reorganising its investments into Indian securities. Therefore, there has been no change in the aggregate shareholding of Intu UK into Prozone Intu Properties Limited as a result of the proposed acquisition of shares by the Acquirer from the Transferor.

This is for your information and records.

**For and on behalf of Intu India (Portfolio) Limited as the Acquirer**



Name: David Fischel

Designation: Director

Place: 14 May 2018

**Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

(1)	Name of the Target Company (TC)	Prozone Intu Properties Limited			
(2)	Name of the acquirer(s)	Intu India (Portfolio) Limited			
(3)	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited, BSE Limited			
(4)	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	Inter-se transfer between two group entities (both being wholly owned subsidiaries of Intu Properties plc.) for the purpose of reorganising investments into Indian securities.			
(5)	Relevant regulation under which the acquirer is exempted from making open offer.	10(1)(a)(iii)			
(6)	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes  Yes  4 <sup>th</sup> May 2018			
(7)	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made	
	(a) Name of the transferor / seller	Nailsfield Limited		Yes	
	(b) Date of acquisition	11 <sup>th</sup> May 2018		Yes	
	(c) Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	5,415,000 shares		Yes	
	(d) Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	5,415,000 shares		Yes	
	(e) Price at which shares are proposed to be acquired / actually acquired	47.10		Yes	
(8)	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	(a) Each Acquirer / Transferee(*)	NIL	NIL	5,415,000 shares	3.55%
	(b) Each Seller / Transferor	49,410,788 Shares	32.38	43,995,788 Shares	28.83%

**Note:**

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.