

Provogue (India) Ltd.

Regd. Office : 105/106, Provogue House, Off New Link Road, Andheri (w), Mumbai - 400053. India
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Date: 12th March, 2012

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex, Bandra (E)
Mumbai 400 051
Scrip Code: PROVOGUE

Bombay Stock Exchange Limited
Listing Department
P.J. Towers, Dalal Street, Fort
Mumbai 400 001
Scrip Code: 532647

Dear Sir,

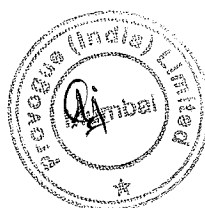
Subject: Compliance of Clause 22(c) and 36(g)(i) of the Listing Agreement - Issue/ allotment of new shares

Composite Scheme of Arrangement and Amalgamation ("The Scheme") between Provogue (India) Limited ("Demerged Company" or "PIL"), Prozone Enterprises Private Limited ("Transferor Company" or "PEPL") and Prozone Capital Shopping Centres Limited ("Transferee Company" or "PCSCL").

Further to our intimation dated 27th February 2012 affixing 9th March 2012 as record date and consequent to reduction of share capital of the Company consisting of equity shares of face value of Rs. 2/- per share to equity share of Re. 1/- per share, as provided in the Scheme sanctioned by the Hon'ble High Court of Bombay vide its order dated 10th February 2012, we would like to inform you the Amalgamation Committee of the Board of Directors of the Company in their meeting held on 12th March 2012 allotted 11,43,57,095 equity shares of Re. 1/- per share to the eligible shareholders of the Company i.e., 1 (one) fully paid up equity share of face value of Re. 1/- (Rupee One only) for every 1 (One) equity share of face value Rs.2/- (Rupees Two only) held by the shareholders as on 9th March, 2012, being the record date.

Accordingly, the following changes took place in share capital of the Company:

Share Capital	Before Scheme	After Scheme
Authorised Capital	Rs. 33,00,00,000/- divided into 16,50,00,000 equity shares of Rs. 2/- each	Rs. 33,00,00,000/- divided into 33,00,00,000 equity shares of Re. 1/- each
Paid Up Capital	Rs. 22,87,14,190/- divided into 11,43,57,095 equity shares of Rs. 2/- each	Rs. 11,43,57,095/- divided into 11,43,57,095 equity shares of Re. 1/- each



(Contd..2)

(2)

In addition to the above, we would like to inform you that the Board of Directors of 'Prozone Capital Shopping Centres Limited' (Transferee Company") in their meeting held on 12th March 2012 issued and allotted:

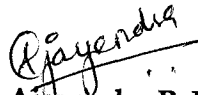
1. 11,43,57,095 equity shares of Rs. 2/- per shares to the eligible shareholders of PIL in exchange ratio of 1:1, i.e., 1 (one) fully paid up equity share of face value of Rs. 2/- (Rupees Two only) of PCSCCL for every 1 (One) equity share of face value Rs. 2/- (Rupees Two only) held by such shareholder in PIL on 9th March, 2012, being the record date. (Demerger new Equity shares)
2. 3,79,95,788 equity shares of Rs.2/- each to the eligible shareholders of PEPL in the exchange ratio of 75:313, i.e., 313 (Three Hundred and Thirteen) equity shares of Rs.2/- each of PCSCCL for every 75 (Seventy Five) equity shares of Rs.10/- each held in PEPL. (Merger New Equity shares)

Kindly take the same on your record.

Thanking you,

Yours truly,

For Provogue (India) Limited


Ajayendra P. Jain
Company Secretary

