

Prozone Realty Limited

Date: 13.01.2026

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

BSE Limited
Listing Department
P.J. Towers, Dalal Street, Fort
Mumbai 400 001
Scrip: 534675

Subject: Disclosure under Regulation 30 of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, Please find enclosed herewith the Postal Ballot Notice dated 12th January 2026, which is being sent through email to the Members whose email ids are registered with the Company/Registrar and Transfer Agent/Depository Participants. A letter containing the weblink of the Postal ballot Notice is also being sent to the shareholders whose e-mail addresses are not registered with the Company/ RTA/Depository Participant(s).

The above information is being made available on the website of the Company at www.prozonerealty.com.

Kindly take the same on your records.

Thanking you

For, Prozone Realty Limited



Ajayendra
Ajayendra Pratap Jain
CS & Chief Compliance Officer

Encl. as above

PROZONE REALTY LIMITED
(CIN NO.: L45200MH2007PLC17414)
Registered Office: Unit-A, 2nd Floor, South Tower, Hotel Sahara Star,
Opposite Domestic Airport, Vile Parle (East), Mumbai-400099
Telephone No.: +91 2268239000/9001
Website: www.prozonerealty.com **Email:** investorservice@prozonerealty.com

[Pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 as well as Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

Dear Members,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Prozone Realty Limited ("**the Company**") by means of Postal Ballot, only by way of remote e-voting process ("**e-voting**"), pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, as amended and in accordance to the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/ conducting postal ballot process through e-voting, vide General Circular Nos.14/2020 dated April 8, 2020, 17 of 2020 dated April 13/2020, read with other relevant circulars, including General Circular No.09/2024 dated September 19, 2024 and General Circular No.3/2025 dated September 22, 2025 issued by MCA ("**MCA Circulars**") and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time].

An Explanatory Statement pursuant to Section 102(1) of the Act, forms part of the Notice setting out the material facts concerning all the Resolutions hereinbelow.

In accordance with the relevant MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear in the Register of Members/Register of Beneficial Owners as on Friday, January 09, 2026 ("**Cut-off date**") and whose e-mail addresses are registered with Company / Registrar and Transfer Agent / Depository Participants / Depositories and members can vote only through the Remote e-voting process. If your e-mail address is not registered with the Company/ Depositories, please follow the process provided in the Notes to update your email address. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.

Further in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of MUFG Intime India Private Limited, Registrar & Transfer Agent (RTA) of the Company as the agency to provide e-voting facility. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice. In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically.

The Company has appointed Mr. Vaibhav Dandawate (ACS A51538 : COP 27947) or failing him Ms. Deepti Kulkarni (ACS A34733 : COP 22502), Partners of M/s. Makarand M. Joshi & Co. ('MMJC'), Practicing Company Secretaries, for conducting the postal ballot through remote e-voting process in a fair and transparent manner. Members are requested to read the instructions in the Notes in this Postal Ballot Notice and cast their vote electronically between the period commencing from 09:00 A.M. from Wednesday, January 14, 2026, till 5:00 p.m. IST on Thursday, February 12, 2026. Remote e-voting module shall be forthwith disabled by RTA upon expiry of the aforesaid period.

The Scrutinizer will submit his report, after the completion of scrutiny, to any Director of the Company or any person authorized by such Director. The results of e-voting will be announced by the Company on or before

Monday, February 16, 2026, and will be displayed on the Company's website www.prozonerealty.com and will also be communicated to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories").

The resolutions, stated herein, if approved, shall be deemed to have been passed on the last date of Remote e-voting i.e., Thursday, February 12, 2026.

SPECIAL BUSINESS:

1. To approve giving and/or availing of loan between related parties:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company, subject to such consents, permissions and approvals as may be required, the consent of the Members of the Company be and is hereby accorded to enter into one time fresh material related party transaction(s) for giving or availing Loans, by way of contract(s)/arrangement(s) entered into or proposed to be entered into between the Related Parties as mentioned in the below table, whether as an individual transaction or series of transactions on such terms and conditions as are/ may be agreed between the individual parties as per details set out in the explanatory statement:

Transaction No.	Name of First Party	Name of Counter party	Max. Amount (in lakhs)
1	Empire Mall Private Limited (Subsidiary of PRL or "Lender")	Alliance Mall Developers Co Pvt. Ltd. ("Subsidiary of PRL or "Borrower")	70,00.00
2	Prozone Realty Limited ("PRL" or "Borrower")	Alliance Mall Developers Co. Pvt. Ltd ("Subsidiary of PRL" or "Lender")	24,000.00
3	Prozone Realty Limited ("PRL" or "Borrower")	Empire Mall Pvt. Ltd ("Subsidiary of PRL" or "Lender")	70,00.00

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other persons(s) authorised by the Board/Committee, be and is hereby authorised to perform and execute all such acts, deeds, matters, and things including delegation of any authority, as may be deemed necessary and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. To approve the transactions related to corporate guarantee between the related parties:

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Policy on Related Party Transactions of the Company, subject to such consents, permissions and approvals as may be required, the consent of the Members of the Company, be and is hereby accorded to enter into one time fresh material related party transaction(s) for giving Corporate Guarantee, by way of contract(s)/arrangement(s) entered into or proposed to be entered into between the Company and its Related Parties, as mentioned in the below table, on such terms and conditions, as are/ may be agreed between the parties as per details set out in the explanatory statement:

Transaction No.	Name of First Party	Name of Counter party	Max. Amount (in lakhs)
4	Prozone Realty Limited ("PRL" or "Guarantor")	Empire Mall Private Limited ("Subsidiary of PRL" or "Borrower")	24,000.00
5		Alliance Mall Developers Co Pvt Ltd ("Subsidiary of PRL" or "Borrower")	29,000.00

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other persons(s) authorised by the Board/Committee, be and is hereby authorised to perform and execute all such acts, deeds, matters, and things including delegation of any authority, as may be deemed necessary and expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. 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. 1,200 Crore (Rupees One Thousand Two Hundred 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."

Registered Office:

Unit- A, 2nd Floor, South Tower, Hotel Sahara Star,
Opposite Domestic Airport, Vile Parle (East),
Mumbai 400 099

Tel : +91-22-68239000

Website: <https://prozonerealty.com/>

Email: investorservice@prozonerealty.com

Date: January 12, 2026

Place: Mumbai

By order of the Board of Directors
For Prozone Realty Limited

Sd/-

Ajayendra Pratap Jain
CS & Chief Compliance Officer
ACS No: 20718

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Act, forming part of the Notice setting out the material facts and rationale for the Proposed Transaction as detailed in the Ordinary Resolutions hereinabove is annexed hereto along with the Postal Ballot Notice. Details pursuant to Regulation 23 of the SEBI Listing Regulations read with Industry Standards Forum note on minimum information to be provided to the Audit Committee and Shareholders (RPT Industry Standards), for approval of related party transactions, is furnished as **Annexure I and II** of the Explanatory Statement forming part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the register of Members / register of beneficial owners as on Friday January 09, 2026 (**“Cut-Off Date”**) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Only those Members whose names are appearing in the Register of Members/ list of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by Remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
4. Pursuant to provisions of Section 108, 110 and other applicable provisions of the Act read with the Rules, Regulation 44 of SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (**“SEBI Master Circular”**) and SS-2 and any amendments thereto, the Company is pleased to provide facility to the Members to exercise their right to vote on proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
5. The Company has engaged services of MUFG Intime India Private Limited (RTA) to provide e-voting facility to its Members.
6. The e-voting period commences at 09:00 a.m. (IST) on Wednesday, January 14, 2026 and ends at 5.00 p.m. IST on Thursday, February 12, 2026. During this period, Members of the Company holding equity Shares in electronic form as on the Cut-Off Date may cast their vote(s) electronically. The e-Voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by e-voting agency upon expiry of the aforesaid period.
7. The Board of Directors of the Company has Mr. Vaibhav Dandawate (ACS A51538 : COP 27947) or failing him Ms. Deepti Kulkarni (ACS A34733 : COP 22502), Partners of M/s. Makarand M. Joshi & Co. ('MMJC'), Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in fair and transparent manner. The Scrutinizer has consented to act as Scrutinizer for this postal ballot. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
8. The Scrutinizer will submit his report to the Chairman of the Company or any person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot through e-Voting ('Result') within two working days from the conclusion of the postal ballot e-Voting and will be displayed on the Company's website at www.prozonerealty.com and on website of RTA at <https://in.mpms.mufg.com/> immediately after the Results are declared by the Chairman or any other person so authorised by him, and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The Result shall also be displayed on the notice board of the Company at its Registered Office.
9. The resolutions, if approved, will be deemed to have been passed on the last date of e-voting i.e. Thursday, February 12, 2026.
10. Members may download Notice from website of the Company at www.prozonerealty.com or website of RTA at <https://in.mpms.mufg.com/>. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.

11. All the documents referred to in the Notice will be available for inspection by the Members from the date of circulation of the Notice until the last date of e-voting. Members seeking to inspect such documents can send their requests to RTA/ Company from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID.

The instructions for Members for remote e-voting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: [https://www.cdslindia.com](http://www.cdslindia.com)
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide ‘D’ above
 - o Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “**Login**” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.

- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Registered Office:

Unit- A, 2nd Floor, South Tower, Hotel Sahara Star,
Opposite Domestic Airport, Vile Parle (East),
Mumbai 400 099

Tel : +91-22-68239000

Website: <https://prozonerealty.com/>

Email: investorservice@prozonerealty.com

Date: January 12, 2026

Place: Mumbai

By order of the Board of Directors
For Prozone Realty Limited

Sd/-

Ajayendra Pratap Jain
CS & Chief Compliance Officer
ACS No: 20718

Annexure to the postal ballot notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD ON GENERAL MEETINGS ('SS-2') AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER:

Explanatory statement pursuant to section 102 of the Companies Act 2013

Resolution no. 1 (To approve giving and/or availing of loan between related parties) and Resolution no. 2 (To approve the transactions related to corporate guarantee)

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds 10% of annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Furthermore, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction ('RPT') to include a transaction involving transfer of resources, services or obligations between:

- a) listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as
- b) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries,

regardless of whether a price is charged or not and a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Also, SEBI vide its circular No. **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93** dated June 26, 2025, has introduced the Industry Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI Listing Regulations read with the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ('SEBI Circular'). The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the members while seeking approval.

As per the applicable provisions, no related party shall vote to approve such resolution whether the entity is related party to the particular transaction or not.

Since, the annual consolidated turnover of the Company for FY 2024-25 is Rs 178.72 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding Rs 17.87 Crores (i.e. 10% of the Company's annual consolidated turnover as of 31st March 2025) shall be construed as material transaction and hence, it would require the prior approval of the Members of the Company.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the resolutions for the approval of members of the Company as ordinary resolutions for carrying out and/or continuing with the existing and proposed arrangements and transactions.

Alliance Mall Developers Co. Private Limited (Alliance) and Empire Mall Private Limited (Empire), both subsidiaries of the Company, had approached the Bank of Maharashtra (BOM) for sanctioning the top-up Lease Rental Discounting (LRD) Facilities to refinance the existing loan and to utilise the balance funds to rationalize the fund requirement of fellow subsidiaries/ holding company, as well as to repay the internal loans, which the BOM has sanctioned. Out of these funds, subsidiaries would save the interest costs and would repay the loans taken from fellow subsidiaries/ Company. In this way, Prozone will receive back its ICDs from

subsidiaries and would utilise surplus funds for further business opportunities and new projects as and when required.

None of the Directors/ Key Managerial Personnel/their relatives are, in any way, concerned or interested, financially or otherwise in the Ordinary Resolutions, except Mr. Sudhanshu Chaturvedi who is a common director in Alliance Mall Developer Co. P Ltd. and Empire Mall Private Limited, subsidiaries of the Company.

The minimum information pertaining to Industry Standards as required by SEBI vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025. The same are attached herewith as Annexure 1 (for agenda item no.1) and Annexure 2 (for agenda item no.2), respectively, for the above resolutions.

Resolution no. 3:

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 Realty 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 commercial 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 Company is aggressively looking for other projects or investment opportunities, directly or through its subsidiaries/ JVs/ SPVs or along with other business partners.

In the course of its business operations, the Company is required to give loan, corporate guarantee or securities and may invest further amount in available business/ investment opportunities, hence considering the future business operations and other requirements, it is proposed to enhance the current limit of transactions made/ to be made which are falling under Section 186 of the Companies Act 2013.

Further, as also placed before the shareholders in earlier resolutions, the Company may also provide corporate guarantee for the loans taken by its subsidiaries from the bank for enabling their business growth and operational continuity and since the Company carries out its business through its subsidiary companies, it is customary to provide corporate guarantee by Holding Company on behalf of their subsidiaries. Hence, there is a need to increase its existing limits passed by the shareholders of the Company as on 19th January 2023.

Considering the same, the Board recommends the enhancement of limit of transactions specified in Section 186 of the Companies Act 2013 from Rs. 1,000 Crores to Rs. 1,200 Crores and proposes the resolution as set out in the Notice for the approval of the Members of the Company as a 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.

ANNEXURE - 1

For Agenda item no.1: To approve giving and/or availing of loan between related parties

PART A

A(1): Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 1	Transaction - 2	Transaction - 3
1	Name of the related party	Empire Mall Private Limited ('Empire' or 'Lender') and Alliance Mall Developers Co Private Limited ('Alliance' or 'Borrower') (This transaction is between subsidiaries of the Company in which Company is not a party)	Alliance Mall Developers Co Private Limited ('Alliance' or 'lender')	Empire Mall Private Limited ('Empire' or 'lender')
2	Country of incorporation of the related party	Both are incorporated in India	India	India
3	Nature of business of the related party	Empire: Developing, owing and operating of shopping mall and commercial and residential premises Alliance: Developing, owing and operating of shopping mall and commercial and residential premises	Developing, owing and operating of shopping mall and commercial and residential premises	Developing, owing and operating of shopping mall and commercial and residential premises

A(2): Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 1	Transaction - 2	Transaction - 3
1	Relationship between the subsidiary / Company and the related party including nature of its concern (financial or otherwise) and the following:	Empire - Step-Down Subsidiary of the Company [Holding through Prozone Liberty International Limited, Singapore] Alliance - Subsidiary of the Company	Subsidiary of the Company	Step-Down Subsidiary of the Company [Holding through Prozone Liberty International Limited, Singapore]
	Shareholding of the subsidiary / Company, whether direct or indirect, in the related party.	Holding of Empire in Alliance: NIL Holding of Alliance in Empire: NIL	61.50%	Indirect (through subsidiary) -34.71%
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the subsidiary / the Company.	Not Applicable	Nil	Nil
	Shareholding of the related party, whether direct or indirect, in the subsidiary / the Company.	Holding of Empire in Alliance: NIL Holding of Alliance in Empire: NIL	NIL	NIL

A(3): Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 1	Transaction - 2	Transaction - 3
1	Total amount of all the transactions undertaken by the subsidiary / the Company with the related party during the last financial year.	Details are given in Annexure -A	Details are given in Annexure -A	Details are given in Annexure -A
2	Total amount of all the transactions undertaken by the subsidiary / the Company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Details are given in Annexure -A	Details are given in Annexure -A	Details are given in Annexure -A
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the subsidiary / the Company during the last financial year.	None.		

A(4): Amount of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 1	Transaction - 2	Transaction - 3
1	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Maximum upto Rs.70 Crores	Maximum upto Rs. 240 Crores	Maximum upto Rs. 70 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the company's annual consolidated turnover for the immediately preceding financial year	39% (Approx)	134% (Approx)	39% (Approx)
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the company is not a party to the transaction)	Alliance's T/o -118% (Approx) Empire's T/o - 112% (Approx)	Not Applicable	Not Applicable

5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Alliance's T/o -118% (Approx) Empire's T/o - 112% (Approx)	Alliance's T/o -405% (Approx)	Empire's T/o -112% (Approx)
6	Financial performance of the related party for the immediately preceding financial year	<u>Empire Mall Private Limited:</u> F.Y. 2024-2025: Turnover: 62,71,36,000 Profit after tax: 16,72,36,000 Networth: 2,46,11,41,000 <u>Alliance Mall Development Co Private Limited:</u> F.Y. 2024-2025: Turnover: 59,27,23,000 Profit after tax: 61,90,000 Networth: 1,73,49,13,000	<u>Alliance Mall Development Co Private Limited:</u> F.Y. 2024-2025: Turnover: 59,27,23,000 Profit after tax: 61,90,000 Networth: 1,73,49,13,000	<u>Empire Mall Private Limited :</u> F.Y. 2024-2025: Turnover: 62,71,36,000 Profit after tax: 16,72,36,000 Networth: 2,46,11,41,000

A(5): Basic details of the proposed transaction				
Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 2	Transaction - 4	Transaction - 4
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Financial assistance to Alliance by Empire	Availment of Financial assistance by the Company from Alliance	Availment of Financial assistance by the Company from Empire
2	Details of each type of the proposed transaction	The proposed transaction involves Empire extending an inter-corporate loan of Maximum upto INR 70 Crores, to Alliance to support its business growth, including working capital, operational efficiency and other general corporate purpose.	The proposed transaction involves Alliance extending an inter-corporate loan of Maximum upto INR 240 Crores, to the Company to support its business growth, including working capital, operational efficiency and other general corporate purpose.	The proposed transaction involves Empire extending an inter-corporate loan of Maximum upto INR 70 Crores, to the Company to support its business growth, including working capital, operational efficiency and other general corporate purpose.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Repayable on demand, to be renewed upto 15 Years	Repayable on demand, to be renewed upto 15 Years	Repayable on demand, to be renewed upto 15 Years
4	Whether omnibus approval is being sought?	No	No	No

5	<p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p>	<p>Maximum upto Rs. 70 Crores</p> <p>It will be a one-time transaction during the current or next FY</p>	<p>Maximum upto Rs. 240 Crores</p> <p>It will be a one-time transaction during the current or next FY</p>	<p>Maximum upto Rs. 70 Crores</p> <p>It will be a one-time transaction during the current or next FY</p>
6	Justification as to why the RPTs proposed to be entered into are in the interest of the company	<p>The fund will be utilised for the purposes including repayment of the existing loans, if any, operational efficiency and growth, and for enabling rationalisation and coordination of inter group loan. It would also support internal treasury management and optimizes overall group financing costs.</p> <p>The specific details are provided in the explanatory statement to the notice.</p>	<p>The fund will be utilised for the purposes including repayment of the existing loans, if any, maintain liquidity and support business growth without impacting operational cash flows and to extend operational efficiency to the Company.</p> <p>The specific details are provided in the explanatory statement to the notice.</p>	<p>The fund will be utilised for the purposes including repayment of the existing loans, if any, maintain liquidity and support business growth without impacting operational cash flows and to extend operational efficiency to the Company.</p> <p>The specific details are provided in the explanatory statement to the notice.</p>
7	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the company who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>		Not Applicable	Not Applicable
	a. Name of the director / KMP	1. Mr. Sudhanshu Chaturvedi (to the extent of his Directorship in the Companies)		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL		
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	Not Applicable	Not Applicable
9	Other information relevant for decision making.	Not Applicable	Not Applicable	Not Applicable

PART B

B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the company or its subsidiary .

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 1	Transaction - 2	Transaction - 3
1	Source of funds in connection with the proposed transaction.	Internal accruals and borrowed funds.	Internal accruals and borrowed funds.	Internal accruals and borrowed funds.

2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	-	-
	a. Nature of indebtedness	Internal accruals and borrowed funds.	Internal accruals and borrowed funds.
	b. Total cost of borrowing	8.75% linked with 6 months MCLR of lender	8.75% linked with 6 months MCLR of lender
	c. Tenure	15 years	15 years
	d. Other details	-	-
3	Rate of interest at which subsidiary / the Company is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the company with a comparable maturity profile to the loan/ICD being granted by the company.	8.75% linked with 6 months MCLR of lender	8.75% linked with 6 months MCLR of lender
4	Proposed interest rate to be charged by subsidiary / the Company from the related party.	Not lesser than the cost of borrowings	Not lesser than the cost of borrowings
5	Maturity / due date	Repayable on demand, to a maximum period of 15 Years	Repayable on demand, to a maximum period of 15 Years
6	Repayment schedule & terms		
7	Whether secured or unsecured?	Unsecured	Unsecured
8	If secured, the nature of security & security coverage ratio	Not applicable	Not applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	<p>The fund will be utilised for the purposes including repayment of the existing loans, if any, operational efficiency and growth, and for enabling rationalisation and coordination of inter group loan. The specific details are provided in the explanatory statement to the notice.</p>	<p>The fund will be utilised for the purposes including repayment of the existing loans, if any, maintain liquidity and support business growth without impacting operational cash flows and to extend operational efficiency to the Company.</p> <p>The specific details are provided in the explanatory statement to the notice.</p>
			<p>The fund will be utilised for the purposes including repayment of the existing loans, if any, maintain liquidity and support business growth without impacting operational cash flows and to extend operational efficiency to the Company.</p> <p>The specific details are provided in the explanatory statement to the notice.</p>

B(5): Disclosure only in case of transactions relating to borrowings by the subsidiary / the Company

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 1	Transaction - 2	Transaction - 3
1	Material covenants of the proposed transaction	Repayable on demand, to a maximum period of 15 Years	Repayable on demand, to a maximum period of 15 Years	Repayable on demand, to a maximum period of 15 Years
2	Interest rate (in terms of numerical value or base rate and applicable spread)	Not lesser than 8.75% i.e. the cost of borrowings	Not lesser than 8.75% i.e. the cost of borrowings	Not lesser than 8.75% i.e. the cost of borrowings
3	Cost of borrowing Note: This shall include all costs associated with the borrowing	Stated as above	Stated as above	Stated as above
4	Maturity / due date	Repayable on demand, to a maximum period of 15 Years	Repayable on demand, to a maximum period of 15 Years	Repayable on demand, to a maximum period of 15 Years
5	Repayment schedule & terms			
6	Whether secured or unsecured	Unsecured	Unsecured	Unsecured
7	If secured, the nature of security & security coverage ratio	Not applicable	Not applicable	Not applicable
8	The purpose for which the funds will be utilized by the subsidiary/ Company	The fund will be utilised for the purposes including repayment of the existing loans, if any, operational efficiency and growth, and for enabling rationalisation and coordination of inter group loan. The specific details are provided in the explanatory statement to the notice.	The fund will be utilised for the purposes including repayment of the existing loans, if any, maintain liquidity and support business growth without impacting operational cash flows and to extend operational efficiency to the Company. The specific details are provided in the explanatory statement to the notice.	The fund will be utilised for the purposes including repayment of the existing loans, if any, maintain liquidity and support business growth without impacting operational cash flows and to extend operational efficiency to the Company. The specific details are provided in the explanatory statement to the notice.

Shareholder's approval For loan given by Empire to Alliance

PART C

C(1): Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the subsidiary/listed entity.				
Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 1	Transaction - 2	Transaction - 3
1	Latest credit rating of the related party Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	CARE BBB stable	Not Applicable	Not Applicable
2	Default on borrowings, if any, over the last three financial years, by the related party from the company or any other person and value of subsisting default. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting. b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.	Not Applicable	Not Applicable	Not Applicable
	FY 2022-2023			
	FY 2023-2024			
	FY 2024-2025			

C(4): Disclosure only in case of transactions relating to borrowings by the subsidiary / the Company

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management	Information provided by the management
		Transaction - 1	Transaction - 2	Transaction - 3
1	Debt to Equity Ratio of the subsidiary/ the Company based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.			
	a. Before transaction	1.38	0.02	0.02
	b. After transaction	1.78	0.30	0.10
2	Debt Service Coverage Ratio of the subsidiary/ the Company based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.			
	a. Before transaction	1.24	8.17	8.17
	b. After transaction	1.24	8.17	8.17

Annexure - A**

Details of transactions executed by Empire with Alliance

Sr. No.	Nature of Transactions	Financial Year	Amount (In Rupees)
1	Alliance - Purchase of Machinery from Empire	2024-2025	25,00,000
2	Alliance - Interest on Loan Taken from Empire	2024-2025	3,27,78,000
3	Alliance - Loan taken from Empire	2024-2025	11,16,61,000
4	Alliance - Interest on Loan Taken from Empire	2025-2026	1,92,61,639
5	Alliance - Loan taken from Empire	2025-2026	9,46,27,082

Details of transactions executed by Subsidiary companies of Prozone with Alliance

Sr. No.	Name of subsidiary and Nature of Transactions	Financial Year	Amount (In Rupees)
1	Alliance- Loan Taken from Prozone Developers & Realtors Pvt Ltd	2024-2025	5,78,93,000
2	Alliance- Loan repaid to Prozone Developers & Realtors Pvt Ltd	2024-2025	3,30,00,000
3	Alliance- Interest on loan Taken from Prozone Developers & Realtors Pvt Ltd	2024-2025	69,75,000
4	Alliance- Advance Assigned by Prozone Intu Developers Pvt Ltd	2024-2025	3,00,00,000
5	Alliance- Loan repaid to Prozone Developers & Realtors Pvt Ltd	2025-2026	2,70,00,000
6	Alliance- Interest on loan Taken from Prozone Developers & Realtors Pvt Ltd	2025-2026	39,87,113

Details of transactions carried out by Prozone with Alliance

Sr. No.	Nature of Transactions	Financial Year	Amount (In Rupees)
1	Sale of services	2024-2025	4,99,45,000
2	Interest income	2024-2025	68,05,000
3	Notional corporate guarantee income on the guarantee given by the company	2024-2025	57,50,000
4	Loans Given	2024-2025	61,24,000
5	Repayment of Loans Given	2024-2025	10,19,00,000
6	Sale of services	2025-2026	2,27,63,073
7	Interest income	2025-2026	23,88,134
8	Notional corporate guarantee income on the guarantee given by the company	2025-2026	30,86,000
9	Loans Given	2025-2026	-
10	Repayment of Loans Given	2025-2026	6,45,00,000

Details of transactions executed by Subsidiary companies of Prozone having transaction with Empire			
Sr. No.	Nature of Transactions	Financial Year	Amount (In Rupees)
1	Hagwood Commercial Developers Pvt Ltd - Loan Taken from Empire	2024-2025	6,32,26,000
2	Hagwood Commercial Developers Pvt Ltd - Interest on Loan taken from Empire	2024-2025	4,73,70,000
3	Prozone Intu Developers Pvt Ltd - Advance assigned to Empire	2024-2025	2,00,00,000
4	Hagwood Commercial Developers Pvt Ltd - Loan Taken from Empire	2025-2026	45,000
5	Hagwood Commercial Developers Pvt Ltd - Interest on Loan taken from Empire	2025-2026	2,58,97,675

Details of transactions by Company with Empire:			
Sr. No.	Nature of Transactions	Financial Year	Amount (In Rupees)
1	Sale of Services (Management Consultancy)	2024-2025	3,50,18,000
2	Notional corporate guarantee income on the guarantee given by the company	2024-2025	45,00,000
3	Sale of Services (Management Consultancy)	2025-2026	1,62,16,812
4	Notional corporate guarantee income on the guarantee given by the company	2025-2026	22,50,000

****The transactions are provided upto the quarter ended September 2025 as the financials of quarter ended December 2025 are in the process of finalisation and hence, would not be able to provide the final figures for the said quarter.**

ANNEXURE - 2

For Agenda item no.2: To approve the transactions related to corporate guarantee

PART A

A(1): Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management
		Transaction - 4	Transaction - 5
1	Name of the related party	Empire Mall Private Limited ('Empire')	Alliance Mall Developers Co Private Limited ('Alliance')
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	Developing, owing and operating of shopping mall, residential and commercial premises	Developing, owing and operating of shopping mall, residential and commercial premises

A(2): Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management
		Transaction - 4	Transaction - 5
1	Relationship between the company and the related party including nature of its concern (financial or otherwise) and the following:	Step-Down Subsidiary of the Company <i>[Holding through Prozone Liberty International Limited, Singapore which is WOS of the Company]</i>	Subsidiary of the Company
	Shareholding of the company, whether direct or indirect, in the related party.	Indirect (through subsidiary) -34.71%	Direct - 61.50%
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the company.	Not Applicable	Not Applicable
	Shareholding of the related party, whether direct or indirect, in the company.	Not Applicable	Not Applicable

A(3): Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management
		Transaction - 4	Transaction - 5
1	Total amount of all the transactions undertaken by the company with the related party during the last financial year.	Details are given in Annexure -B	Details are given in Annexure -B
2	Total amount of all the transactions undertaken by the company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Details are given in Annexure -B	Details are given in Annexure -B
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the company during the last financial year.	Not Applicable.	Not Applicable.

A(4): Amount of the proposed transaction			
Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management
		Transaction - 4	Transaction - 5
1	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Rs. 240 Crores	Rs. 290 Crores
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	Yes
3	Value of the proposed transactions as a percentage of the company's annual consolidated turnover for the immediately preceding financial year	134% (approx.)	162% (approx.)
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the company is not a party to the transaction)	Not Applicable	Not Applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for the immediately preceding financial year, if available.	382% (Approx)	489% (Approx)
6	Financial performance of the related party for the immediately preceding financial year	<u>F.Y. 2024-2025: EMPL:</u> Turnover: Rs. 62,71,36,000/- Profit after tax: Rs. 16,72,36,000/- Networth: Rs. 2,46,11,41,000/-	<u>F.Y. 2024-2025:</u> Turnover: Rs. 59,27,23,000/- Profit after tax: Rs. 61,90,000/- Networth: Rs. 1,73,49,13,000/-

A(5):Basic details of the proposed transaction			
Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management
		Transaction - 4	Transaction - 5
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Corporate Guarantee to be given by the Company in favour of Bank of Maharashtra ('Lender Bank') on behalf of Empire for the loan/ facility taken by Empire from the Lender Bank.	Corporate Guarantee to be given by the Company in favour of Bank of Maharashtra ('Lender Bank') on behalf of Alliance for the loan/ facility taken by Alliance from the Lender Bank.
2	Details of each type of the proposed transaction	The Company proposes to issue a corporate guarantee in favour of Lendor Bank for an amount of INR 240 Crores, to secure the borrowing facility being availed by Empire being a subsidiary of the Company for meeting its business requirements, including working capital and general corporate purpose.	The Company proposes to issue a corporate guarantee in favour of Lendor Bank for an amount of INR 290 Crores, to secure the borrowing facility being availed by Alliance for meeting its business requirements, including working capital and general corporate purpose.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 Years	15 Years
4	Whether omnibus approval is being sought?	No	No
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Rs. 240 Crores It will be a one-time transaction during the current financial year, i.e., FY 2025-26 or next financial year, i.e., FY 2026-27	Rs. 290 Crores. It will be a one-time transaction during the current financial year, i.e., FY 2025-26 or next financial year, i.e., FY 2026-27
6	Justification as to why the RPTs proposed to be entered into are in the interest of the company	The lender bank has required the Corporate Guarantee of Holding Company as a condition precedent for granting of financial facility to Empire. Since the Company carries out its business through its subsidiary companies, it is customary to provide corporate guarantee by Holding Company on behalf of Empire. Further, this would help to enable business growth and operational efficiency of the group maintaining internal trust and group governance to support financing needs efficiently as more specifically detailed in the explanatory statement.	The lender bank has required the Corporate Guarantee of Holding Company as a condition precedent for granting of financial facility to Alliance. Since the Company carries out its business through its subsidiary companies, it is customary to provide corporate guarantee by Holding Company on behalf of Alliance. Further, this would help to enable business growth and operational efficiency of the group maintaining internal trust and group governance to support financing needs efficiently as more specifically detailed in the explanatory statement.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the company who have interest in the transaction, whether directly or indirectly.	Not applicable	Not applicable
	a. Name of the director / KMP		
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party		

8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable	Not applicable
9	Other information relevant for decision making.	Not applicable	Not applicable

PART B

B(4):Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the company or its subsidiary -

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management
		Transaction - 4	Transaction - 5
1	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	To facilitate borrowings and provide support to the Subsidiary Company for its business plans.	
	(b) Whether it will create a legally binding obligation on Company?	Yes, to the extent of financial assistance proposed to be availed	
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the Company. (ii) contractual provisions on how the company or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Not Applicable The proposed transaction shall be secured by duly executed undated cheques and a demand promissory note. Further, Empire is a subsidiary of the Company by virtue of having management control and control on policy and decision making.	Not Applicable The proposed transaction shall be secured by duly executed undated cheques and a demand promissory note. Further, Empire is a subsidiary of the Company wherein the majority stake is held by the Company.
3	The value of obligations undertaken by the company, for which a guarantee, surety, indemnity or comfort letter has been provided by the company. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Rs. 240 Crores No provision is required to be made in the book of accounts however it will be considered as a contingent liability appearing in the notes to accounts	Rs. 290 Crores No provision is required to be made in the book of accounts however it will be considered as a contingent liability appearing in the notes to accounts

PART C

C(3): Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the company or its subsidiary

Sr. No.	Particulars of the information	Information provided by the management	Information provided by the management
		Transaction - 4	Transaction - 5
1	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party.	Not Applicable	Not Applicable
2	Details of solvency status and going concern status of the related party during the last three financial years:	Empire is solvent and is going concern. The details of its net worth and turnover for the same is mentioned below:	Alliance is solvent and is going concern. The details of its net worth and turnover for the same is mentioned below:
	FY 2022-2023	Networth: Rs. 2,17,40,51,000 Turnover: Rs. 58,03,18,000	Networth: Rs. 1,67,41,32,000 Turnover: Rs. 52,18,45,000
	FY 2023-2024	Networth: Rs. 2,29,42,87,000 Turnover: Rs. 58,10,60,000	Networth: Rs. 1,74,35,76,000 Turnover: Rs. 57,94,24,000
	FY 2024-2025	Networth: Rs. 2,46,11,41,000 Turnover: Rs. 62,71,36,000	Networth: Rs. 1,73,49,13,000 Turnover: Rs. 59,27,23,000
	The value of obligations undertaken by the company, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the company. Additionally, any provisions required to be made in the books of account of the company shall also be specified.	Rs. 240 Crores No provision is required to be made in the book of accounts however it will be considered as a contingent liability appearing in the notes to accounts	Rs. 290 Crores No provision is required to be made in the book of accounts however it will be considered as a contingent liability appearing in the notes to accounts
4	Default on borrowings, if any, over the last three financial years, by the related party from the company or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	There is no such instance.	There is no such instance.

<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting.</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting.</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation.</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>There are no such instances.</p>	<p>There are no such instances.</p>
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Annexure - B**

<u>Details of transactions by Company with Empire:</u>			
Sr. No.	Nature of Transactions	Financial Year	Amount (In Rupees)
1	Sale of Services (Management Consultancy)	2024-2025	3,60,18,000
2	Notional corporate guarantee income on the guarantee given by the company	2024-2025	45,00,000
3	Sale of Services (Management Consultancy)	2025-2026	1,62,16,812
4	Notional corporate guarantee income on the guarantee given by the company	2025-2026	22,50,000

Details of Transactions by any of the subsidiary companies of the Company with Empire:			
SN	Name of Subsidiary and Nature of Transactions	Financial Year	Amount (In Rupees)
1	Hagwood Commercial Developers Pvt Ltd - Loan Taken from Empire	2024-2025	6,32,26,000
2	Hagwood Commercial Developers Pvt Ltd - Interest on Loan taken from Empire	2024-2025	4,73,70,000
3	Prozone Intu Developers Pvt Ltd - Advance assigned to Empire	2024-2025	2,00,00,000
4	Hagwood Commercial Developers Pvt Ltd - Loan Taken from Empire	2025-2026	45,000
5	Hagwood Commercial Developers Pvt Ltd - Interest on Loan taken from Empire	2025-2026	2,58,97,675

Details of transactions by Company with Alliance:			
SN	Nature of Transactions	Financial Year	Amount (In Rupees)
1	Sale of services	2024-2025	4,99,45,000
2	Interest income	2024-2025	68,05,000
3	Notional corporate guarantee income on the guarantee given by the company	2024-2025	57,50,000
4	Loans Given	2024-2025	61,24,000
5	Repayment of Loans Given	2024-2025	10,19,00,000
6	Sale of services	2025-2026	2,27,63,073
7	Interest income	2025-2026	23,88,134
8	Notional corporate guarantee income on the guarantee given by the company	2025-2026	30,86,000
9	Loans Given	2025-2026	-
10	Repayment of Loans Given	2025-2026	6,45,00,000

Details of Transactions by any of the subsidiary companies of the Company with Alliance:			
SN	Name of Subsidiary and Nature of Transactions	Financial Year	Amount (In Rupees)
1	Alliance - Loan Taken from Prozone Developers & Realtors Pvt Ltd	2024-2025	5,78,93,000
2	Alliance - Loan repaid to Prozone Developers & Realtors Pvt Ltd	2024-2025	3,30,00,000
3	Alliance - Interest on loan Taken from Prozone Developers & Realtors Pvt Ltd	2024-2025	69,75,000
4	Alliance - Advance Assigned by Prozone Intu Developers Pvt Ltd	2024-2025	3,00,00,000
5	Alliance - Loan repaid to Prozone Developers & Realtors Pvt Ltd	2025-2026	2,70,00,000
6	Alliance - Interest on loan Taken from Prozone Developers & Realtors Pvt Ltd	2025-2026	39,87,113

****The transactions are provided upto the quarter ended September 2025 as the financials of quarter ended December 2025 are in the process of finalisation and hence, would not be able to provide the final figures for the said quarter.**

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Date: January 12, 2026

Place: Mumbai

By order of the Board of Directors

For Prozone Realty Limited

Sd/-

Ajayendra Pratap Jain

CS & Chief Compliance Officer

ACS No: 20718