Prozone Realty Limited

Date: 07.08.2026

National Stock Exchange of India Limited
Exchange Plaza
Bandra - Kurla Complex, Bandra (E)
Mumbai - 400051
Scrip Code: PROZONER

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001
Scrip Code: 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 06th August 2026, which is being sent through email to the Members whose email ids are registered with the Company/ Registrar and Transfer Agent/ Depository Participants.

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,
Yours truly
For Prozone Realty Limited

Prozone Realty Ltd. Mumbai

Ajayendra

Ajayendra Pratap Jain
CS & Chief Compliance Officer

Encl. as above

PROZONE REALTY LIMITED
(**CIN NO.:** L45200MH2007PLC174147)
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

NOTICE OF POSTAL BALLOT

[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. and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

Dear Members,

Notice is hereby given that the resolution set out below is 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 guidelines prescribed by the Ministry of Corporate Affairs **('MCA')** for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2024 dated September 19, 2024 respectively and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**") and other applicable provisions of the Act, Rules, SEBI Listing Regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) the Company is seeking consent of its Members for passing the resolution(s) as appended below by means of postal ballot, by way of voting through electronic means ("remote e-voting") only. An Explanatory Statement pursuant to Section 102(1) of the Act, setting out the material facts concerning the said resolution is annexed with this notice.

The MCA has clarified that for companies that are required to provide remote e-Voting facility under the Act; while transacting any business only by postal ballot until further orders, the framework provided in the MCA Circulars as well as the provisions of Rule 20 of the Rules will be applicable mutatis mutandis. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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 **31st July 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 communication of the assent or dissent of the Members would only take place through Remote e-Voting system. The detailed procedure for Remote e-Voting forms part of the 'Notes' section to this Notice. Eligible Members whose e-mail addresses are not registered with the Company/Depositories, may access the notice of the Postal Ballot available on the website of the Company at www.prozonerealty.com , websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and NSE at www.nseindia.com and also on the website of our e-Voting agency at https://in.mpms.mufg.com/.

The Board of Directors has appointed Mr. Vaibhav Dandawate (Membership No.: A51538, CP No.: 27947), failing him Ms. Deepti Kulkarni (Membership No.: A34733, CP No.: 22502), Partners of M/s Makarand M. Joshi & Co., Practicing Company Secretaries ("MMJC"), 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 8th August 2026, till 5:00 p.m. IST on 6th September 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 8th September 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., **6th September 2026**.

SPECIAL BUSINESS:

1. **To approve waiver of recovery of managerial remuneration paid to Mr. Salil Anupendra Chaturvedi, in his capacity as Deputy Managing Director of the Company, for the period from 27th February 2020 to 10th September 2024:**

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

   "**RESOLVED THAT** pursuant to the provisions of, in accordance with, Section 197(10) of the Companies Act, 2013, ('the Act') read with Schedule V and other applicable provisions, if any of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and such other provisions applicable, including any statutory modification thereof, enabling clauses of Articles of Association of Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for waiving the recovery of the remuneration of Rs. 5,12,36,782/- (Rupees Five Crore Twelve Lac Thirty-six Thousand Seven Hundred and Eighty-two only), paid to Mr. Salil Anupendra Chaturvedi (DIN: 00004768) as Deputy Managing Director ('DMD') of the Company, for the period from 27th February 2020 to 10th September 2024, pursuant to the rejection of his appointment as DMD by the central government.

   RESOLVED FURTHER THAT the Board of Directors of the Company and/or any of its Committee(s) be and are hereby authorised to do all such acts, deeds, matters and things, and to execute all such documents, agreements, instruments, and writings as may be required to give effect to this resolution or otherwise considered necessary, expedient, or desirable in this regard."

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: 6th August 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 of the Act (as amended) and the rules made thereunder, setting out the material facts and the reason for the proposed resolution is appended hereto (hereinafter referred to as "the Statement"). The Statement also contains the recommendation (along with the rationale) of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations (as amended). Necessary information as required under Regulation 37A of the Listing Regulations is annexed to this notice. The Statement and these Notes form an integral 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 **31st July 2026 ("Cut-Off Date")** received from th e 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. from 8th August 2026, till 5:00 p.m. on 6th September 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. Members cannot exercise votes by proxy on the postal ballot.

8. Mr. Vaibhav Dandawate (Membership No.: A51538, CP No.: 27947), failing him Ms. Deepti Kulkarni (Membership No.: A34733, CP No.: 22502), Partners of M/s Makarand M. Joshi & Co., Practicing Company Secretaries ("MMJC"), for conducting the postal ballot through remote e-voting process in a 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.

9. 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.

10. The resolutions, if approved, will be deemed to have been passed on the last date of e-voting i.e., **6th September 2026**

11. 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.

12. 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.

13. KYC and Nomination Facility:

Members may refer to the SEBI Circulars on furnishing PAN, KYC details and Nomination by the holders of physical securities (hereinafter, referred as the "SEBI KYC Circulars"), available on the Company's website, i.e. www.prozonerealty.com under the tab "Investor Relations > Investor Information" or the RTA's website, i.e. www.in.mpms.mufg.com under the tab "Resources > Downloads > Circulars".

Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.

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

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 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.

METHOD 2 - 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) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
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.
e) 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.

Google Play

App Store

METHOD 3 - 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 & 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 holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
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/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

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 on 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 Event No + Folio no. 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.
      - Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
      - Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
      - Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' 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 Event No + Folio no. 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.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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:

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

Individual 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.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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 Event No + Folio no. registered with the Company

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
- Further Click on **"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".

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:

Mr. Salil Anupendra Chaturvedi was re-appointed as Deputy Managing Director of the Company for a period of three (3) years with effect from February 27, 2020 pursuant to the approvals of Nomination and Remuneration Committee, Board of Directors and the Members of the Company, subject to the approval of the Central Government under the provisions of the Companies Act, 2013 ("the Act").

Accordingly, the Company had made an application to the Central Government seeking approval for his re-appointment under clause (a) of Part I of Schedule V to the Act. However, the Central Government, vide its letter dated September 10, 2024, rejected the said application. Consequently, Mr. Salil Anupendra Chaturvedi ceased to hold office as Deputy Managing Director with effect Order Date and was redesignated as non-executive director of the Company.

During the period from February 27, 2020 to September 10, 2024, Mr. Salil Anupendra Chaturvedi had duly discharged the duties and responsibilities of the office of Deputy Managing Director and the remuneration paid to him during said period was in accordance with the terms approved by the Board of Directors and the Members of the Company.

However, consequent upon the rejection of the Company's application by the Central Government, the remuneration paid during the aforesaid period has become recoverable under the provisions of the Companies Act, 2013. The Company examined the grounds for rejection of the application and raised an objection to such rejection. Also, Mr. Salil Anupendra Chaturvedi himself has taken appropriate steps for restoration/ reconsideration of the matter before the Central Government. However, despite such efforts, no favourable outcome has been received so far, and the matter continues to remain unresolved.

Pursuant to Section 197(10) of the Companies Act, 2013, where any remuneration has become recoverable from a director, the Company may waive such recovery by passing a Special Resolution of the Members within the prescribed period of two years from the date remuneration becomes payable i.e. 10th September 2024.

Since the statutory timeline for obtaining such approval is approaching expiry, the Board of Directors in its meeting held on 29th May 2026, after deliberations, expressed its in-principal approval for seeking the approval of shareholders of the Company within the prescribed time if no favourable response is received from the Central Government for waiver of recovery of the said remuneration.

The Nomination and Remuneration Committee and Board of Directors, after considering the necessary facts and circumstances of the case, have recommended the waiver of recovery of the remuneration in terms of Section 197(10) of the Companies Act, 2013.

There are no instances of any default in payment of dues to any bank, public financial institution, non-convertible debenture holders or other secured creditors in terms of proviso to Section 197(10) of the Act.

The details pursuant to Schedule V of the Act are forming part as ***Annexure-I*** to this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Salil Anupendra Chaturvedi, Non-Executive Director, to the extent of the remuneration proposed to be waived, and Mr. Nikhil Chaturvedi, being related to him, is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

Annexure 1

Disclosures as required under sub clause (iv) of second proviso to clause (B) of section II of part-II of Schedule V:

1. General Information

a. Nature of industry: The Company is mainly engaged in the business of designing, developing, owning and operating of shopping malls, commercials and residential premises through its various subsidiaries. The Company is also providing management related consultancy services to its SPVs.

b. Date or expected date of commencement of commercial production: Not Applicable.

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

d. Financial performance based on given indicators:

(in lakhs)

Particulars	**2025-2026**	**2024-2025**	**2023-2024**
Income from Operations	1,044.93	1,048.88	1,081.93
Add: Other Income	1,827.91	1,032.15	1,551.57
Total Income	**2,872.84**	**2,081.03**	**2,633.50**
Less: Total Expenditure	1,897.21	1,511.18	1,521.19
Profit/ (loss) before Tax	975.63	**569.85**	**1,112.31**
Less: Tax expenses/ (Credit)	256.45	208.98	477.82
Profit/ (loss) after Tax	**719.18**	**360.87**	**634.49**

e. Foreign investments or collaborations, if any: NIL

f. Information about the appointee:

Mr. Salil Anupendra Chaturvedi	
Background details	Mr. Salil Anupendra Chaturvedi was re-appointed as Deputy Managing Director with effect from February 27, 2020, subject to the approval of the Central Government. He had been Deputy Managing Director of the Company since 2012. He leaded corporate strategy of the Company from a track record of spearheading successful business development across sectors. He was also responsible for the new asset class initiatives in the residential and commercial sectors. Currently, he is designated as Non-Executive Director post rejection of application by MCA vide letter dated 10th September 2024.
Past remuneration	Rs. 1.20 Crore per annum
Recognition or awards	Not Applicable

Job profile and his suitability	Mr. Salil Anupendra Chaturvedi is co-promoter and was involved in the business of the Company since inception. During his tenure as Dy. Managing Director, Company progressed manifolds and achieved as good market share and recognition. His contribution has always been beneficial for growth and development of the Company.
Remuneration proposed	Not Applicable as the resolution pertains to waiver of remuneration paid to Mr. Salil Anupendra Chaturvedi during his tenure as Deputy Managing Director of the Company.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by him of the enhanced business activities of the Company, the remuneration was always commensurate with Industry standards and Board level positions held in similar sized and positioned businesses.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Nikhil Chaturvedi and Mr. Salil Anupendra Chaturvedi are brothers, except this he does not have any pecuniary relationship, directly or indirectly with the Company or with any managerial personnel besides their shareholding in the Company and remuneration as set out in resolution.

g. Other information:

a. Reasons of loss or inadequate profits: **Not Applicable.**

b. Steps taken or proposed to be taken for improvement: **Not Applicable.**

c. Expected increase in productivity and profits in measurable terms: **Not Applicable.**

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: 6th August 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