

Prozone Realty Limited

Dated- 2nd June 2026

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

Scrip Code: 534675
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001

Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'):

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in line with the disclosure requirements prescribed vide SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on January 30, 2026, and as amended from time to time and based on the Scrutinizer's Report dated June 01, 2026, we wish to inform the Shareholders of the Company by means of special resolution passed through Postal Ballot (through remote e-voting) have approved the following:

Sr. No.	Description of Resolutions	Type of Resolutions	Annexures
1	To consider and approve the proposal for disinvestment / sale of stake held in Material Subsidiary(ies) / step-down material subsidiary(ies) of the Company and Hiving Off of identified assets of select subsidiaries.	Special Resolution	Annexure-I

Please ignore our earlier submission filed yesterday i.e. on 1st June 2026, as we inadvertently attached the wrong annexure. There is no change in the voting results or the scrutinizer's report submitted earlier; this filing is only for substitution of the inadvertently attached incorrect annexure.



Further, voting details with respect to said resolution are attached herewith.

We request you to kindly take the above on record.

Thanking you,

Yours truly,

For Prozone Realty Limited

Ajayendra Pratap Jain
CS and Chief Compliance Officer

PROZONE REALTY LIMITED

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

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Email: investorservice@prozonerealty.com | Website: www.prozonerealty.com

Prozone Realty Limited

Certified true copy of the special resolution passed by the Members of the Company through postal ballot on Friday, May 29, 2026.

Approval of the proposal for disinvestment / sale of stake held in Material Subsidiary(ies) / step-down material subsidiary(ies) of the Company and Hiving Off of identified assets of select subsidiaries:

"RESOLVED THAT pursuant to the provisions of Regulation 24(5), 37A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) read with the rules made thereunder (including any amendments, modifications or re-enactments thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions as may be necessary and pursuant to the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for the **Hiving Off** i.e. restructuring by way of sale, transfer, assignment, disposal or any other efficient means, of the 'Land Assets' in compliance with all applicable provisions in this regard, into separate special purpose vehicles ('SPVs') i.e. 'Hagwood Commercial Developers Private Limited' ('HCDPL') with respect to 'Land Assets' of 'Empire Mall Private Limited' ('Empire') and to 'Prozone Horizons Private Limited' ('PHPL') with respect to 'Land Assets' of 'Alliance Mall Developers Co. Private Limited' ('Alliance'), both being wholly owned subsidiaries and to be retained by the Company, thereby preserving future development potential while enabling efficient monetisation of the operational Mall Assets and such said hive off is required for enabling the proposed disinvestment of the Identified Subsidiaries by way of sale / transfer of shareholding; **'Land Assets' means:**

- a. In Empire- The balance land parcel of approximately 26,047.39 sq. mt. (6.44 acres) is currently vacant and retained for the future development potential by the Company
- b. In Alliance- Ongoing residential project of 540 units, Club House, and land for future development spread over 39,753.50 sq. mt. (9.82 acres) of land and retained for the future development potential by the Company.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby also accorded for disinvestment by way of sale, transfer and disposal of the entire shareholding held by the Company, directly and/or indirectly, in the following Material Subsidiaries/ step-down subsidiaries (**collectively referred as 'Identified Subsidiaries'**):

- Kruti Realtors and Developers Private Limited (**'Kruti'**) - 100% shareholding held by the Company in Kruti;
- Alliance Mall Developers Co. Pvt. Ltd., (**'Alliance'**) - 51.95% shareholding held by the Company and 48.05% shareholding held by Kruti in Alliance; and
- Empire Mall Private Limited (**'Empire'**) - 34.71% shareholding held by the Company and 65.29% shareholding held by Kruti in Empire



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to Inorbit Malls (India) Private Limited or its affiliate(s) ('Purchaser'), for an aggregate gross consideration of upto approx. Rs. 1,242.50 Crores (Rupees Twelve Hundred Forty Two Crores Fifty Lakh only) for Identified Subsidiaries, to be adjusted for other assets & liabilities on closing, excluding all applicable taxes determined in accordance with the applicable laws on such terms and conditions for completion of sale, transfer and disposal as set forth in the Share Purchase Agreement ('SPA') and all transaction documents (collectively referred to as the 'Definitive Agreements') proposed to be executed between the Company, Purchaser, Empire, Alliance & Kruti respectively with respect to following "Mall Assets":

- a. **In Empire-** On a developed portion of approximately 54,045.36 sq. mt. (13.35 acres), the Company has constructed an integrated development comprising "Prozone Mall" (retail mall), "Prozone Trade Centre" (Commercial Office Tower) and "Saral Bazaar" (Small-format Retail), along with related infrastructure including parking and a rooftop solar plant.
- b. **In Alliance-** The Company has developed Phase 1 of "Prozone Mall" on 53,139.52 sq. mt. (13.13 acres) portion of the land, comprising retail spaces with parking.

RESOLVED FURTHER THAT upon completion of the aforesaid disinvestment and hiving off, including sale of the entire shareholding in Kruti, the Company's direct and indirect shareholding in Empire and Alliance shall stand disinvested and accordingly Kruti, Empire and Alliance would cease to be subsidiaries or step-down subsidiaries of the Company.

RESOLVED FURTHER THAT the Board of directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof), be and is hereby authorized to do all such acts, deeds and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, from time to time in connection with the proposed disinvestment as well as hiving off, including but not limited to finalizing all matters in this regard, without further referring to the Members of the Company, filing applications and making representations in respect thereof and seeking the requisite approvals from the relevant authorities and third parties, and lenders, to suitably inform and apply to all the concerned authorities and to take all necessary steps in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution.

RESOLVED FURTHER THAT all actions taken by the Board or its Committee thereof in connection with any matter referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respect."



Certified true copy
For Prozone Realty Limited

Ajayendra

Ajayendra P. Jain
CS & Chief Compliance Officer

Address: Unit- A, 2nd Floor, South Tower, Hotel Sahara Star,
Opposite Domestic Airport, Vile Parle (East), Mumbai 400 099
Membership No. ACS 20718

Date: 02.06.2026

Place: Mumbai

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