

Prozone Realty Limited

Date: 01st 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 & 37A 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, please note that based on the Scrutinizer's Report dated June 01, 2026, the Shareholders of the Company by means of special resolution passed through Postal Ballot (through remote e-voting) considered and approved the following resolution:

Sr. No.	Description of Resolutions	Type of Resolution(s)	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 selected subsidiaries.	Special Resolution	Annexure-I & Annexure-II

The aforesaid resolution was passed by the members of the Company with requisite majority as well as the votes cast in favour by public shareholders exceed votes cast in against the resolution as per the provision of Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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
Ajayendra Pratap Jain
CS and Chief Compliance Officer

Place: Mumbai

Annexure-I:

No.	Particulars	Alliance	Empire
1.	The amount and percentage of the turnover or revenue or income, and net worth contributed by such subsidiary of the Company during the last financial year.	Financial Year - 2024-25 Turnover - INR 5,927.23 lakhs (33.16%) Net worth - INR 17,349.13 Lakhs (22.26%)	Financial Year - 2024-25 Turnover - INR 6,271.36 lakhs (35.09%) Net worth - INR 24,611.41 Lakhs (31.57%)
2.	Date on which the agreement for sale has been entered into.	The agreement is not yet executed between the parties; however, the Company shall execute the same in due course of time.	The agreement is not yet executed between the parties; however, the Company shall execute the same in due course of time.
3.	The expected date of completion of sale/disposal.	Within 90 days of passing the Shareholder Resolution approving the sale.	Within 90 days of passing the Shareholder Resolution approving the sale.
4.	Consideration received from such sale/disposal.	Estimated consideration is Rs.44 Crores approx. or as may be mutually agreed between transacting parties (i.e., Wholly owned Subsidiaries of the Company), subject to gross accounting adjustment on closing, as per the definitive agreement to be executed in this respect and in accordance with compliance with all applicable law.	Estimated consideration is Rs. 13 Crores approx. or as may be mutually agreed between transacting parties (i.e., Wholly owned Subsidiaries of the Company) subject to gross accounting adjustment on closing as per the definitive agreement to be executed in this respect and in accordance with compliance with all applicable law.
5.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof.	Name of the Buyer: Prozone Horizons Private Limited, a wholly owned subsidiary of the Company. Business of the Buyer: Construction and development of commercials and residential Projects No, the buyer company does not belong to promoter / promoter group of the Company. However, being a fellow subsidiary of the same holding company, i.e., the Company (PRL), it	Name of the Buyer: Hagwood Commercial Developers Private Limited, a wholly owned subsidiary of the Company. Business of the Buyer: Construction and development of commercials and residential Projects purposes No, the buyer company does not belong to promoter / promoter group of the Company. However, being a fellow subsidiary of the same



No.	Particulars	Alliance	Empire
		belongs to the group companies of the Company.	holding company, i.e., the Company (PRL), it belongs to the group companies of the Company.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length.	It is a related party transaction. However, since the transaction is proposed to be undertaken between two wholly owned subsidiaries, it is exempted as per Regulation 23(5) of SEBI (LODR) Regulations 2015.	
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	The Company is in the process of obtaining shareholder's approval for the proposed hiving off in compliance of Regulation 37A of LODR Regulations.	
8.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable, as the transaction is not a Slump Sale.	



Annexure II:

No.	Particulars	Kruti	Alliance (Transfer of shareholding as well as Hive off)	Empire (Sale of shareholding as well as Hive off)
1.	The amount and percentage of the turnover or revenue or income, and net worth contributed by such subsidiary of the Company during the last financial year.	Financial Year - 2024-25 Turnover - INR Nil Lakhs (0%) Net worth - INR -2.42 Lakhs (0%)	Financial Year - 2024-25 Turnover - INR 5,927.23 lakhs (33.16%) Net worth - INR 17,349.13 Lakhs (22.26%)	Financial Year - 2024-25 Turnover - INR 6,271.36 lakhs (35.09%) Net worth - INR 24,611.41 Lakhs (31.57%)
2.	Date on which the agreement for sale has been entered into.	The agreement is not yet executed between the parties; however, the Company shall execute the same in due course of time.		
3.	The expected date of completion of sale/disposal.	Within 90 days of execution of Share Purchase Agreement subject to completion of conditions as may be mutually agreed between the parties.		
4.	Consideration received from such sale/disposal.	Aggregate gross consideration of upto approx. Rs. 1,242.50 Crores (Rupees Twelve Hundred Forty-two Crores Fifty Lakh only) to be adjusted for other assets & liabilities on closing, excluding all applicable taxes determined in accordance with the applicable laws		
5.	Brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof.	Name of the Buyer: Inorbit Malls (India) Private Limited or its affiliate(s) Business of the Buyer: Mall Business No, the buyer does not belong to promoter / promoter group of the Company and neither does it belong to any group companies of the Company.		
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length.	No, the transaction is not a related party transaction.		
7.	Whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including	The Company is in the process of obtaining shareholder's approval for the proposed sale/ transfer of shares held in Alliance, Kruti and Empire in compliance of Regulation 24(5) and 37A of LODR Regulations.		



No.	Particulars	Kruti	Alliance (Transfer of shareholding as well as Hive off)	Empire (Sale of shareholding as well as Hive off)
	compliance with regulation 37A of LODR Regulations.			
8.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable, as the transaction is not a Slump Sale.		



Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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 selected subsidiaries.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	81736189	66534636	81.4017	66534636	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		81736189	66534636	81.4017	66534636	0	100
Public-Institutions	E-Voting	4596470	4596070	99.9913	4596070	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4596470	4596070	99.9913	4596070	0	100
Public- Non Institutions	E-Voting	66270224	30706837	46.3358	30593645	113192	99.6314	0.3686
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		66270224	30706837	46.3358	30593645	113192	99.6314
Total		152602883	101837543	66.7337	101724351	113192	99.8889	0.1111
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block

Textual Information(1)	The aforesaid resolution was passed by the members of the Company with requisite majority as well as the votes cast in favour by public shareholders exceed votes cast in against the resolution as per the provision of Regulation 37A of the SEBI (LODR) Regulations, 2015
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