

Prozone Realty Limited

Date: 25.03.2026

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 25th March 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

For, Prozone Realty Limited


Ajayendra Pratap Jain

CS & Chief Compliance Officer



Encl. as above

PROZONE REALTY LIMITED

Regd. Office : Unit-A, 2nd Floor, South Tower, Hotel Sahara Star, Opposite Domestic Airport, Vile Parle (East), Mumbai 400 093

CIN: L45200MH2007PLC174147 | T:+91 22 6823 9000/ 9001

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

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 resolution 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 the Resolution 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, March 20, 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. Hemant Shetye (FCS 2827: COP 1483), failing him Mr. Kunal Sakpal (ACS 75123: COP 27860), Designated Partners of M/s. HSPN & Associates LLP, 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 Thursday, March 26, 2026 and ends at 5.00 p.m. IST on Friday, April 24, 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 **Tuesday, April 28, 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., **Friday, April 24, 2026**.

SPECIAL BUSINESS:

1. Appointment of Mr. Farhat Jamal (DIN: 01875688) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, the applicable provisions of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 ('listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Mr. Farhat Jamal (DIN: 01875688) as an Independent Director of the Company, who has submitted a declaration of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the listing Regulations and satisfies the criteria of independence, to hold office for a period of 5 (five) consecutive years commencing from 7th February 2026, and is not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company and/or Company secretary, be and are hereby severally authorized to file requisite e-Forms with the Registrar of Companies pursuant to the applicable provisions of the Companies Act, 2013 and intimate the above resolution to the Stock Exchanges and to do all such acts, matters, deeds and things, as may be necessary and incidental to give effect to this resolution."

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: March 25, 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. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the 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 March 20, 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. from Thursday, March 26, 2026 and ends at 5.00 p.m. IST on Friday, April 24, 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 appointed Mr. Hemant Shetye (FCS 2827: COP 1483) failing him Mr. Kunal Sakpal (ACS 75123 : COP 27860), Designated Partners of M/s. HSPN & Associates LLP, 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. **Friday, April 24, 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/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 "MUFUG 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 "MUFUG 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.



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”.

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</u> + <u>Folio no.</u> , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

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.

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</u> + <u>Folio no.</u> , registered with the Company

(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).

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.muvg.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".

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: March 25, 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 A 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.

Appointment of Mr. Farhat Jamal (DIN: 01875688) as an Independent Director of the Company.

Item No. 1:

The Board of Directors on the recommendation of Nomination and Remuneration Committee, appointed **Mr. Farhat Jamal (DIN: 01875688)** as an Additional Director effective from 07th February, 2026 who can hold office upto the date of forthcoming AGM or three months from the date of appointment whichever is earlier.

The Board proposed to shareholders the appointment of **Mr. Farhat Jamal (DIN: 01875688)**, as an Independent Director for a term of 5 (Five) years from 07th February, 2026 to 06th February, 2031. Mr. Farhat Jamal, being eligible in terms of Section 149 and other applicable provisions of the Companies Act, 2013, offers himself for appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Company has received a declaration from him that he meets the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and under the SEBI Listing Regulations. He is in compliance with the requirement mandated under Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to enrolling his name in the online databank of independent directors. A Notice has been received from a member proposing him as a candidate for the office of Director of the Company.

The Nomination and Remuneration Committee ('NRC') and Board considers that his association would be of immense benefit to the Company. Accordingly, it is proposed to appoint him as an Independent Director for a term of 5 (Five) years from 07th February, 2026 to 06th February, 2031. The remuneration to him in form of sitting fees shall be governed by the Remuneration Policy of the Company.

During the said tenure Mr. Farhat Jamal shall not be liable to retire by rotation, in terms of Section 149(13) of the Act.

Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires passing of special resolution for the appointment of Independent Director. Further, it is stated as proviso to the said regulation that a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation 25(2A).

He does not hold by himself or together with his relatives two percent or more of the total voting power of the Company. His brief profile, nature of expertise and the details required under 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard are provided below in Annexure B.

Except Mr. Farhat Jamal and his relatives, to the extent of their shareholding interest, if any, in the Company, 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.

Accordingly, the Board is of the view that his association will be beneficial to the Company and the Board recommends the resolution in Item No. 1 in relation to appointment of Mr. Farhat Jamal as an Independent Director for a term of 5 (Five) years for the approval of the members as a **Special Resolution**.

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

Email: investorservice@prozonerealty.com

Date: March 25, 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 B

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN ENSUING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]

1	Name of Director	Mr. Farhat Jamal
2	DIN	01875688
3	Date of Birth / Age	19/01/1958 / 67 years
4	Date of first appointment on the Board	07.02.2026
5	Date of appointment in the current terms	Effective from 07 th February 2026 for term of five (5) consecutive years.
6	Brief profile	Mr. Farhat Jamal is a seasoned hospitality professional with over three decades of experience in hotel operations, leadership and strategic management. He has previously been associated with IHCL (Taj Hotels, Resorts and Palaces), Shangri-La Hotels and Resorts, The Lalit Group and the Hiranandani Group in senior leadership and advisory roles.
7	Qualification	He holds a degree from the Institute of Hotel Management, Pusa, New Delhi and is a Certified Hotel Administrator (CHA) from American Hotel and Lodging Educational Institute. He has undergone the Cornell University Summer Programme for Senior Managers and Cornell University Programme on leadership at National University of Singapore. Successfully completed Corporate Finance Course for Senior Executives with Singapore Management University.
8	Nature of expertise in specific functional areas	He brings expertise in Hospitality development, strategic planning and project execution, with a proven track record acting as Group Advisor - Hospitality at the Hiranandani Group, Mumbai and guided them to set up one of the India's largest integrated townships with a cluster of hospitality offerings in Alibagh, off the coast of Mumbai. His expertise is making him a valuable asset for the Company to grow in hospitality and real estate development business.
9	Disclosure of relationships between directors (in case of appointment of a director)	He is not related to any of the Promoters, Members of the Promoter Group, and Directors of the Company.
10	Names of entities in which the person also holds the directorship and the membership of Committees of the board	<u>Prozone Realty Ltd</u> Member- Audit Committee Chairman- Nomination and Remuneration Committee Member- CSR Committee <u>Foodlink F&B Holdings (India) Ltd.</u> Chairman- Stakeholders Relationship Committee Member- Nomination and Remuneration Committee
11	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil
12	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Farhat Jamal's extensive leadership at Indian Hotels Company Limited has given him strong expertise in asset management, operations, and value optimization—key to real

		estate success. His advisory role in developing an integrated township with the Hiranandani Group demonstrates direct experience in real estate planning and mixed-use development. Combined with his international exposure at Shangri-La Hotels and Resorts and board-level governance experience, he is well-equipped for strategic, hospitality-led real estate roles.
13	Names of listed entities from which the person has resigned in the past three years	Nil
14	Person shall not be debarred from holding the office of Director pursuant to any SEBI order	He is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.
15	No. of meetings of the board attended during the financial year 2025 - 2026	1, Board Meeting held on 16.03.2026
16	Remuneration	He is eligible for sitting fees as per the Remuneration Policy of the Company.
