

Prozone Realty Limited

Date: 27.03.2026

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') - Proposed purchase of shares of Empire Mall Private Limited, Omni Infrastructure Private Limited, Hagwood Commercial Developers Private Limited from Prozone Liberty International Limited, wholly owned subsidiary of Prozone Realty Limited.

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 circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and as amended from time to time, we wish to inform that the Board of Directors of Prozone Realty Limited ('PRL' or 'Company' or 'Transferee Company') at its meeting held today i.e., 27th March 2026 commenced at 11:05 A.M and concluded at 3:40 P.M, has, inter alia, considered and granted *unanimous* approval for the purchase of equity shares of Empire Mall Private Limited ('Empire'), Omni Infrastructure Private Limited ('Omni'), Hagwood Commercial Developers Private Limited ('Hagwood') (together referred to as 'Target Companies') from its overseas wholly owned subsidiary in Singapore i.e. Prozone Liberty International Limited ('PLIL' or 'Transferor Company').

Further, the details as required to be disclosed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 and as amended from time to time, are given in Annexure I, attached herewith.

We request you to kindly take the above on record.

For Prozone Realty Limited




Ajayendra Pratap Jain
CS & Chief Compliance Officer

Place: Mumbai

Annexure I - Disclosures in terms of Regulation 30 of Listing Regulations read with SEBI circular on Continuous Disclosure Requirements

No.	Particulars	Empire	Omni	Hagwood
1.	Name of the target entity, details in brief such as size, turnover etc.;	Name - Empire Mall Private Limited Paid-up Share capital - INR 1,36,02,25,320 Turnover - INR 6,271.36 lakhs	Name - Omni Infrastructure Private Limited Paid-up Share capital - INR 400,020 Turnover - INR 129.57 lakhs	Name - Hagwood Commercial Developers Private Limited Paid-up Share capital - INR 15,41,50,170 Turnover - INR 5,444.35 lakhs
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Equity shares of Empire are being purchased from PLIL, a wholly owned subsidiary of the Company. Accordingly, the same is a related party transaction. The transaction is at price other than arm's length, which is in the interest of the Company. Except to the extent of indirect shareholding held by the Company in Empire, the Company has no interest in Empire.	Equity shares of Omni are being purchased from PLIL, a wholly owned subsidiary of the Company. Accordingly, the same is a related party transaction. The transaction is at price other than arm's length, which is in the interest of the Company. Except to the extent of indirect shareholding held by the Company in Omni, the Company has no interest in Omni.	Equity shares of Hagwood are being purchased from PLIL, a wholly owned subsidiary of the Company. Accordingly, the same is a related party transaction. The transaction is at price other than arm's length, which is in the interest of the Company. Except to the extent of indirect shareholding held by the Company in Hagwood, the Company has no interest in Hagwood
3.	Industry to which the entity being acquired belongs;	Developing, owning and operating of shopping mall, residential and commercial premises	Developing, owning and operating of shopping mall, residential and commercial premises	Developing, owning and operating of shopping mall, residential and commercial premises
4.	Objects and impact of acquisition (including but not limited to, disclosure of	a. Greater efficiency in the cash management of PRL, and unfettered access to cash flow	a. Greater efficiency in the cash management of PRL, and unfettered access to cash flow	a. Greater efficiency in the cash management of PRL, and unfettered access to cash flow



No.	Particulars	Empire	Omni	Hagwood
	<p>reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)</p>	<p>generated by the combined business which can be deployed more efficiently to fund growth opportunities and to further improve shareholder value</p> <p>b. Restructuring the group entities to ensure optimized legal entity structure which is more aligned with the business</p> <p>c. Direct ownership in high-quality, income-generating operating retail assets</p> <p>d. Direct ownership will enable PRL to unlock strategic flexibility, including:</p> <ol style="list-style-type: none"> i. independent refinancing and capital structuring, ii. sharper leasing and repositioning strategies, iii. faster decision-making on capex and redevelopment, iv. potential asset-level monetisation, partnerships or platform-level transactions in future. <p>e. The purchase of shares is in the interest of the creditors, shareholders, and all other stakeholders of the respective</p>	<p>generated by the combined business which can be deployed more efficiently to fund growth opportunities and to further improve shareholder value</p> <p>b. Restructuring the group entities to ensure optimized legal entity structure which is more aligned with the business</p> <p>c. Direct ownership in high-quality, income-generating operating retail assets</p> <p>d. Direct ownership will enable PRL to unlock strategic flexibility, including:</p> <ol style="list-style-type: none"> i. independent refinancing and capital structuring, ii. sharper leasing and repositioning strategies, iii. faster decision-making on capex and redevelopment, iv. potential asset-level monetisation, partnerships or platform-level transactions in future. <p>e. The purchase of shares is in the interest of the creditors, shareholders, and all other stakeholders of the respective</p>	<p>generated by the combined business which can be deployed more efficiently to fund growth opportunities and to further improve shareholder value</p> <p>b. Restructuring the group entities to ensure optimized legal entity structure which is more aligned with the business</p> <p>c. Direct ownership in high-quality, income-generating operating retail assets</p> <p>d. Direct ownership will enable PRL to unlock strategic flexibility, including:</p> <ol style="list-style-type: none"> i. independent refinancing and capital structuring, ii. sharper leasing and repositioning strategies, iii. faster decision-making on capex and redevelopment, iv. potential asset-level monetisation, partnerships or platform-level transactions in future. <p>e. The purchase of shares is in the interest of the creditors, shareholders, and all other stakeholders of the respective</p>



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		companies and is not prejudicial to the interests of the shareholders concerned, creditors or the public at large.	companies and is not prejudicial to the interests of the shareholders concerned, creditors or the public at large.	companies and is not prejudicial to the interests of the shareholders concerned, creditors or the public at large.
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable	Not Applicable	Not Applicable
6.	Indicative time period for completion of the acquisition	Within 45 days of passing the Board Resolution approving the acquisition	Within 45 days of passing the Board Resolution approving the acquisition	Within 45 days of passing the Board Resolution approving the acquisition
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash consideration	Cash consideration	Cash consideration
8.	Cost of acquisition and/or the price at which the shares are acquired	4,72,09,412 equity shares at INR 1 each amounting to Rs. 4,72,09,412	24,000 equity shares at INR 1 each amounting to Rs. 24,000	94,80,235 equity shares at INR 1 each amounting to Rs. 94,80,235
9.	Percentage of shareholding / control acquired and / or number of shares acquired	4,72,09,412 equity shares representing 34.71% of the paid-up share capital of Empire	24,000 equity shares representing 60% of the paid-up share capital of Omni	94,80,235 equity shares representing 61.5% of the paid-up share capital of Hagwood



No.	Particulars	Empire	Omni	Hagwood																								
10.	Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Empire is a private limited company incorporated on February 8, 2006, under the Companies Act, 1956.</p> <p>Empire is engaged in the business of developing, owning and operating shopping malls and commercial premises.</p> <p>The Turnover of Empire for last 3 years is given below:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Turnover (INR In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>FY 2024-25</td> <td>INR 6,271.36</td> </tr> <tr> <td>FY 2023-24</td> <td>INR 5,810.60</td> </tr> <tr> <td>FY 2022-23</td> <td>INR 5,803.18</td> </tr> </tbody> </table> <p>Country of presence of the Company: India</p>	Year	Turnover (INR In Lakhs)	FY 2024-25	INR 6,271.36	FY 2023-24	INR 5,810.60	FY 2022-23	INR 5,803.18	<p>Omni is a private limited company incorporated on January 8, 2007, under the Companies Act, 1956.</p> <p>Omni is engaged in the business of developing, owning and operating shopping malls and commercial premises.</p> <p>The Turnover of Omni for last 3 years is given below:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Turnover (INR In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>FY 2024-25</td> <td>INR 129.57</td> </tr> <tr> <td>FY 2023-24</td> <td>INR 170.22</td> </tr> <tr> <td>FY 2022-23</td> <td>INR 217.61</td> </tr> </tbody> </table> <p>Country of presence of the Company: India</p>	Year	Turnover (INR In Lakhs)	FY 2024-25	INR 129.57	FY 2023-24	INR 170.22	FY 2022-23	INR 217.61	<p>Hagwood is a private limited company incorporated on August 26, 2006, under the Companies Act, 1956.</p> <p>Hagwood is engaged in the business of developing, owning and operating shopping malls and commercial premises.</p> <p>The Turnover of Hagwood for last 3 years is given below:</p> <table border="1"> <thead> <tr> <th>Year</th> <th>Turnover (INR In Lakhs)</th> </tr> </thead> <tbody> <tr> <td>FY 2024-25</td> <td>INR 5,444.35</td> </tr> <tr> <td>FY 2023-24</td> <td>INR 6,576.20</td> </tr> <tr> <td>FY 2022-23</td> <td>INR 5,997.47</td> </tr> </tbody> </table> <p>Country of presence of the Company: India</p>	Year	Turnover (INR In Lakhs)	FY 2024-25	INR 5,444.35	FY 2023-24	INR 6,576.20	FY 2022-23	INR 5,997.47
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