Prozone Realty Limited

Dated: 27th November 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: **Outcome of the Board Meeting**
Reference: **Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations**

Dear Madam/ Sir,

This is to inform you that the Board of Directors of the Company at its meeting held today, i.e., 27 November 2026, approved the assignment of the loan/receivables of Hagwood Commercial Developers Pvt Ltd, a Wholly-owned Subsidiary of the Company ('Hagwood') from Prozone Developers & Realtors Private Limited (another wholly-owned subsidiary or "PDRPL") in favour of the Company, followed by conversion of the outstanding loans (including existing) receivable from Hagwood into optionally convertible preference shares ("OCPS") to be issued by Hagwood.

This disclosure related to conversion of loan into OCPS is being made pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is attached as **Annexure A**.

The meeting of the Board of Directors commenced at 12.10 p.m. and concluded at 2.30 p.m.

You are requested to take the above information on record.

Thanking you,

Yours truly,
For Prozone Realty Limited

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Ajayendra Pratap Jain
CS and Chief Compliance Officer
Encl: As above

Annexure - A

Conversion of outstanding loans of the Company into OCPS of Hagwood Commercial Developers Private Limited

Disclosure of information pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026

Sl. No.	Particulars	Details
1	**Name of the target entity, details in brief such as size, turnover etc.**	Hagwood Commercial Developers Private Limited ("Hagwood"), a wholly owned subsidiary of the Company. As on March 31, 2026, its size and turnover are as follows: • Paid-up share capital: ₹ 15.42 Cr • Net worth: ₹ 140.03 Cr • Turnover (excluding other income): ₹ 12.58 Cr
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"**	Hagwood is a wholly owned subsidiary of the Company and accordingly is a related party of the Company. No promoter/ promoter group/ group companies have any interest in the entity (Hagwood) issuing the shares to the Company except their relationship as part of same Group. The said transaction is on arm's length basis.
3	**Industry to which the entity being acquired belongs**	Real estate development and related activities.
4	**Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);**	The conversion is intended to centralise inter-company funding and capital management at the Company level. Issue of OCPS does not involve a fresh cash outflow by the Company, it is against conversion of loans/ receivables from Hagwood (issuer Company).
5	**Brief details of governmental or regulatory approvals required for the acquisition;**	No regulatory approvals are required.

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Sl. No.	Particulars	Details
6	**Indicative time period for completion of the acquisition**	Within two months from the date of Board approval, subject to timely completion of the requisite corporate and statutory compliances.
7	**Consideration - whether cash consideration or share swap or any other form and details of the same**	Non-cash consideration by way of conversion of the aggregate outstanding loans receivable into OCPS of Hagwood.
8	**Cost of acquisition and/or the price at which the shares are acquired**	249,637 OCPS of ₹10/- each to be issued to the Company issued at premium of Rs 2,400/- each against conversion of loan/ receivable from Hagwood.
9	**Percentage of shareholding / control acquired and/or number of shares acquired**	There is no change in % holding of the Company in Issuer Company (Hagwood). The Company will continue to hold 100% of the equity share capital of 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)**	Hagwood is an Indian company and a wholly owned subsidiary of the Company. It houses residential projects, land parcels and its related assets and liabilities. Date of incorporation: 26-08-2006 Country of presence: India Turnover (excluding other income): FY 2025-26: ₹ 12.58 Cr; FY 2024-25: ₹ 54.44 Cr; FY 2023-24: ₹ 65.76 Cr.

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