



Prestige Estates Projects Limited

Registered Office: Prestige Falcon Tower, No. 19, Brunton Road, Bengaluru - 560 025

CIN: L07010KA1997PLC022322; **Telephone:** 080-2512 8500

Email: investors@prestigeconstructions.com; **Website:** www.prestigeconstructions.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING **(Pursuant to Section 101 of the Companies Act, 2013)**

Dear Members,

Notice is hereby given that an Extra-Ordinary General Meeting of the members of **Prestige Estates Projects Limited** will be held on **Thursday, January 16, 2020** at the registered office of the Company at Prestige Falcon Tower, No.19, Brunton Road, Bengaluru- 560025 at 3.30 PM to transact the following items of special business:

SPECIAL BUSINESS:

1. Increase in the Authorized share capital of the Company and amendments to Clause V of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to Sections 13,14, 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Authorized share capital of the Company which is Rs.4,00,00,00,000 (Rupees Four Hundred Crore Only) divided into 40,00,00,000 (Forty Crore) equity shares of Rs.10 each be and is hereby increased to Rs.4,50,00,00,000 (Rupees Four Hundred and Fifty Crore Only) divided into 45,00,00,000 (Forty Five Crore) equity shares of Rs. 10 each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following as Clause V:

The Authorized Share Capital of the Company is Rs. 4,50,00,00,000/- (Rupees Four Hundred and Fifty Crore Only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by these resolutions to any committee of directors, any other director(s), and/or officer(s) of the Company including but not limited to sign, execute and file all such forms, papers and documents with the Registrar of Companies and with other Statutory Authorities, as may be required and to do all such acts, deeds, things and matters including appointing attorney(s) or authorized representative(s), as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) or authorized officers pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

2. Issue of Securities to Qualified Institutional Buyers:

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

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (hereinafter referred to as the "**Companies Act**") and the rules enacted thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s) thereto or re-enactment(s) thereof, the relevant provisions of the Memorandum and Articles of Association of the Company and in accordance with the regulations for qualified institutions placement contained in Chapter VI and other applicable provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as "**SEBI ICDR Regulations**") including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred to as "**SEBI Listing Regulations**"), and the uniform listing agreements entered with the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as "**Stock Exchanges**"), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof ("**FEMA**"), the extant consolidated Foreign Direct Investment Policy issued by the Department of

Industrial Policy & Promotion, as amended and replaced from time to time ("**FDI Policy**") and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("**GOI**"), Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges where the equity shares of the Company of face value of Rs. 10 each are listed and/ or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the terms, conditions, modifications, consents, sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deemed to include any Committee(s) constituted/ to be constituted by the Board, from time to time, to exercise its powers including powers conferred by this resolution), consent of the Members be and is hereby accorded to authorize the Board to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) equity shares of face value of Rs. 10 each of the Company ("**Equity Shares**") or other Eligible Securities defined under Regulation 171(a) of SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**"), to Qualified Institutional Buyers ("**QIBs**"), as defined in SEBI ICDR Regulations, through a Qualified Institutions Placement ("**QIP**"), pursuant to and in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, whether or not such QIBs are Members of the Company, on the basis of the placement document(s) and/or other letter or circular, at such time or times in one or more tranche or tranches, for cash, at such price or prices as the Board may deem fit including discount of up to 5 per cent on the floor price calculated as per Regulation 176 of SEBI ICDR Regulations, such that the total amount to be raised through issue of Equity Shares or other Eligible Securities or in any combination thereof shall not exceed **1,98,00,000 equity shares** of face value Rs.10 each, to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or trusts or otherwise) /foreign portfolio investors/mutual funds/pension funds/venture capital funds/banks/ alternate investment funds/ Indian and/or multilateral financial institutions/ insurance companies and any other category of persons or entities who are authorised to invest in Equity Shares of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion in consultation with the book running lead managers and whether or not such investors are Members of the Company (collectively called "**Investors**"), to all or any of them, jointly or severally through a placement document, on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices (at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations) and on such terms and conditions at the Board's absolute discretion in consultation with the book running lead managers including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares and/or other Eligible Securities shall be made to the exclusion of others, in such manner and where necessary in consultation with the book running lead managers and/or other advisors or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares to be issued and allotted, fixing of record date or book closure, if required, as the Board may in its absolute discretion decide, in each case, subject to the applicable laws.

RESOLVED FURTHER THAT in case of issue and allotment of Equity Shares or other Eligible Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- i. the allotment of the Equity Shares or other Eligible Securities, shall be completed within 365 days from the date of the special resolution of the Members of the Company;
- ii. the Equity Shares issued shall rank paripassu in all respects including entitlement to dividend, voting rights or otherwise, with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s);
- iii. the Equity Shares or other Eligible Securities to be created, offered and issued shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- iv. no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted;
- v. in case of allotment of Equity Shares, the relevant date for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares, subsequent to the receipt of members' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares or Eligible Securities and in case of allotment of eligible convertible securities, either the date of the meeting in which the Board of the Company decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board;

- vi. it shall be at such price which is not less than the price determined in accordance with Regulation 176(1) provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, at its absolute discretion in consultation with the book running lead managers, issue Equity Shares at a discount of not more than 5 per cent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
- vii. no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
- viii. it shall not be sold for a period of 1 year from the date of allotment, except on a recognized Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
- ix. any subsequent QIP shall not be issued until the expiry of six months from the date of the prior QIP made pursuant to this special resolution.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforementioned Equity Shares or other Eligible Securities may have such features or attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price or period of conversion of Eligible Securities during the duration of the Eligible Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner, as it may deem fit, to dispose-off such of the Equity Shares or other Eligible Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or other Eligible Securities, the Board thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, terms and conditions for issuance of Equity Shares or other Eligible Securities including the number of such Equity Shares or other Eligible Securities that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, timing for issuance of such Equity Shares or other Eligible Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with book running lead managers, lead managers, legal advisors, depository, custodian, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreement(s) including but not limited to placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or other Eligible Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by these resolutions to any committee of directors, any other director(s), and/or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) or officers authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

3. To issue and allot 1,34,41,654 equity shares of face value Rs. 10 each at Rs.325 (including a premium of Rs.315) per share

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

RESOLVED THAT pursuant to (i) the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"); (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"); (iv) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder, stock exchanges where the shares of the Company are listed and/or any other statutory / regulatory authority; and (v) the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such

approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis, 1,34,41,654 equity shares of face value Rs.10 each at Rs.325 per share including a premium of Rs. 315 per share, determined in accordance with Chapter V of the SEBI ICDR Regulations to GAMNAT Pte Ltd. (“**Allottee**”) and such equity shares, (the “**Equity Shares**”), in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder, SEBI ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT in terms of the of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determination of the floor price for the issue and allotment of Equity Shares as mentioned above shall be December 17, 2019, being the date 30 days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT:

- (i) the Equity Shares shall be allotted in dematerialized form within 15 days from the date of passing the shareholders resolution approving the issue and allotment of shares to the Allottee, provided where the allotment of the Equity Shares is subject to receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of the last of such approvals or permissions;
- (ii) the Equity Shares issued shall rank paripassu in all respects including entitlement to dividend, voting rights or otherwise with the existing equity shares of the Company in all respects and in accordance with the offer letter(s);
- (iii) the Equity Shares to be created, offered and issued shall be subject to the provisions of Memorandum and Articles of Association of the Company;
- (iv) no partly paid-up Equity Shares shall be issued/allotted;
- (v) issue of Equity Shares made by way of a preferential issue shall be not lower than the price determined in accordance with Part IV of Chapter V of the SEBI ICDR Regulations;
- (vi) the Equity Shares shall be subject to lock-in and transfer restrictions in accordance with Part V of Chapter V of the SEBI ICDR Regulations;
- (vii) the Allottee shall be required to bring in the entire consideration for the Equity Shares to be allotted, on or before the date of allotment thereof; and
- (viii) the consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, including in relation to the issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including making such applications to the Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the proposed preferential allotment, offering and allotting the said Equity Shares and effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory, or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by these resolutions to any committee of directors, any other director(s), and/or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) or officers authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**By Order of the Board of
Prestige Estates Projects Limited**

Sd/-

Manoj Krishna JV

Company Secretary and Compliance Officer

Date: December 20, 2019

Place: Bengaluru

NOTES:

1. Explanatory Statement pursuant to Section 42, 62 and 102 of the Companies Act, 2013, read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations') setting out material facts and reasons for the proposed items of Special Business are annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the EGM are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the EGM. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the EGM.

4. In case of joint holders attending the EGM, only such a joint holder who is senior by the order in which the name stands in the register of members will be entitled to vote.

5. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between Monday to Friday except public holidays, between 11:00 a.m. (IST) to 3:00 p.m. (IST) up to the date of the Meeting and also at the venue, till the conclusion of the Meeting. The certificate from the Statutory Auditors of the Company confirming that the Preferential Allotment is being made in accordance with the requirements of the SEBI ICDR Regulations will be available for inspection at the Meeting.

6. To support the 'Green Initiative' announced by the Government of India, electronic copies of the Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Company / Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice convening the EGM of the Company, along with the process of e-voting, Attendance slip and the Proxy form is being sent in the permitted mode. The members who are desirous of receiving the Notice in physical form may write to the Company's RTA for a copy of the same. MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESSES WITH COMPANY'S RTA /DEPOSITORIES ARE REQUESTED TO CONTRIBUTE TO THE GREEN INITIATIVE BY REGISTERING THEIR E-MAIL ADDRESS, FOR RECEIVING ALL FUTURE COMMUNICATIONS THROUGH E-MAIL.

7. Attendance Slip, Proxy Form and the Route Map showing directions to reach the venue of the EGM are annexed hereto.

8. Members may note that the Notice is also available on the Company's website i.e, www.prestigeconstructions.com and on the website of CDSL i.e, www.evotingindia.com.

9. For any investor-related queries, communication may be sent by e-mail to the Company at investors@prestigeconstructions.com. Investor-related queries may also be addressed to the Registrar & Share Transfer Agent, Link Intime India Private Limited (Link Intime) at the following address:

Link Intime India Private Limited
C 101, 247 Park, L. B. S. Marg,
Vikhroli West
Mumbai - 400 083,
Maharashtra, India
Tel. no: +91-22-49186270
Fax no: +91-22-49186060
E-mail- rnt.helpdesk@linkintime.co.in

10. VOTING BY MEMBERS

- A. In compliance with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the company

is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting facility to enable the Shareholders to cast their votes electronically.

- B. In terms of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company will conduct a poll on the day of meeting and members who have not cast their vote through e-voting, shall be able to exercise their right to vote in the poll.
- C. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- D. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the EGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
- E. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Friday, January 10, 2020.
- F. Instructions for remote E-voting are annexed separately to this notice.

11. DECLARATION OF RESULTS:

- A. The Board of Directors has appointed Mr. Nagendra D. Rao, Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting and voting process at the venue, in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and prepare a Scrutinizer's Report, not later than 48 hours from conclusion of the meeting, of the votes cast in favour or against, if any, and whether the Resolution has been carried or not and submit it forthwith to the Chairman of the Company.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.prestigeconstructions.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the securities of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

Increase in the Authorized share capital of the Company and amendments to Clause V of the Memorandum of Association of the Company

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate and other purposes, the Board of Directors of the Company ("**Board**"), at its Meeting held on December 14, 2019, approved fund raising and consequentially proposed increase in authorized share capital of the Company.

Presently, the authorized share capital is Rs. 4,00,00,00,000 (Rupees Four hundred crores Only) divided into 40,00,00,000 (Forty crore) equity shares of Rs. 10 (Rupees Ten Only) each. In order to undertake fund raising, it is necessary for the Company to increase its authorized share capital to Rs. 4,50,00,00,000/- (Rupees Four Hundred and Fifty Crores Only) divided into 45,00,00,000 (Forty Five Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each, and consequently alter the existing Clause V of the Memorandum of Association of the Company.

The Board recommends the passing of the Resolution at Item No.1 as an Ordinary Resolution.

None of the Directors, Promoter, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company, as defined in the Act, is interested in the proposed Resolution except as holders of Equity Shares in the Company.

A copy of the Memorandum and Articles of Association of the Company is available for inspection by the Members at the Registered Office of the Company on all working days between 11.00 a.m to 3.00 p.m up to January 16, 2020 and at the venue of the EGM on the date of the meeting.

Item No. 2

Issue of securities to Qualified Institutional Buyers

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate and other purposes, the Board of Directors of the Company ("**Board**"), at its Meeting held on December 14, 2019, approved the issue of Equity Shares or other Eligible Securities as defined under Regulation 171(a) of SEBI ICDR Regulations, to Qualified Institutional Buyers as defined under the SEBI ICDR Regulations ("**QIBs**") not exceeding 1,98,00,000 equity shares of face value Rs.10 each for cash in one or more tranches, through a Qualified Institutional Placement ("**QIP**"), under the SEBI ICDR Regulations. The issue/allotment of Equity Shares or Eligible Securities may be consummated in one or more tranches at such time or times and at such price, whether at a discount or premium to market price and on such terms and conditions as the Board (hereinafter referred to as the "**Board**" which term shall deemed to include any Committee(s) constituted/to be constituted by the Board) may in its absolute discretion decide, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead managers and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations, and other applicable guidelines, notifications, rules and regulations, each as amended.

The proposed QIP may result in the issuance of Equity Shares or Eligible Securities to investors who may not be Members of the Company. Therefore, consent of the Members is being sought by passing a special resolution as set out in the Notice, pursuant to applicable provisions, of the Companies Act, 2013, the SEBI Listing Regulations, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

Since, the pricing and other terms of the QIP cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares or Eligible Securities that may be issued to the QIBs in the QIP. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

The Board in accordance with applicable law and in consultation with book running lead managers, may offer a discount of not more than 5 per cent or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e. not less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the '**Relevant Date**').

The '**Relevant Date**', in case of allotment of Equity Shares will be the date when the Board decides to open the QIP for subscription and in case of allotment of eligible convertible securities, either the date of the Meeting in which the Board or decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares.

The allotment of Eligible Securities shall be completed within 365 days from the date of resolution passed by the Members.

The Equity Shares shall rank paripassu in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s).

The Eligible Securities or Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Pursuant to Sections 42, 62 and other applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any amendments, statutory modification(s) and/ or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and the SEBI Listing Regulations, approval of Members is required to be obtained by way of a special resolution.

Accordingly, the Board of Directors recommends passing of Resolution at Item No. 2 as a Special Resolution.

None of the Directors, Promoter, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company, as defined in the Act, is interested in the proposed Resolution except as holders of Equity Shares in the Company.

Item No.3

To issue and allot 1,34,41,654 equity shares of face value Rs. 10 each at Rs.325 (including a premium of Rs.315) per share.

As a part of the growth strategy and to augment the long-term resources of the Company for meeting funding requirements of its business activities and general corporate and other purposes, the Board of Directors of the Company ("**Board**"), at its Meeting held on December 20, 2019, approved the issue and allotment of 1,34,41,654 equity shares of face value Rs.10 each at a price Rs.325 per share including a premium of Rs.315 per share, determined in accordance with Chapter V of the SEBI ICDR Regulations ("**Equity Shares**") to GAMNAT Pte. Ltd. ("**Allottee**") through a preferential allotment ("**Issue**"), under the SEBI ICDR Regulations.

The allotment of Equity Shares will be subject to the Memorandum and Articles of Association of the Company and the terms of issue as decided by the Board or its committee thereof.

The approval of the Members by way of special resolution is being sought in terms of the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 and applicable rules thereunder, each as amended ("**the Act**").

The Board recommends the passing of the Resolution at Item No. 3 as a Special Resolution.

None of the Directors, Promoter, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company, as defined in the Act, is interested in the proposed Resolution except as holders of Equity Shares in the Company.

Other disclosures in accordance with the Act and SEBI ICDR Regulations in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. The Objects of the Preferential Issue:

The Company shall utilize the proceeds from the preferential issue for general corporate purposes.

2. Kind of security and total no. of securities proposed to be issued:

The Company proposes to issue and allot 1,34,41,654 equity shares of face value Rs.10 each at Rs.325 per share including a premium of Rs.315 per share.

3. The price or price band at / within which the allotment is proposed:

The Equity Shares proposed to be issued by the Company are at Rs.325 per share including a premium of Rs.315 per share, which is not less than floor price of Rs.323.22, determined in accordance with Chapter V of the SEBI ICDR Regulations.

4. Relevant date:

The "**Relevant Date**" for the preferential issue, in terms of the SEBI ICDR Regulations, as amended from time to time, for the determination of the floor price for the issue and allotment of Equity Shares as mentioned above shall be December 17, 2019, being the date 30 days prior to the date of this Extraordinary General Meeting.

5. Basis of pricing of the preferential allotment:

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164(5) of the SEBI ICDR Regulations.

For the purpose of computation of the price per equity share, the price during the preceding 2 (two) weeks prior to the Relevant Date on the National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, has been considered.

In terms of Regulation 164(4) of the SEBI ICDR Regulations, where the issuance is to be made to qualified institutional buyers, not exceeding five in number, the Equity Shares shall be allotted at a price not less than the average of the weekly high and low of

the volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, during the two weeks preceding the Relevant Date. Since the Allottee proposes to invest in the Company as a Category I Foreign Portfolio Investor, the pricing mandated prescribed under Regulation 164(4) of the SEBI ICDR Regulations will be applicable for the proposed investment.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

6. The class or classes of persons to whom the allotment is proposed to be made:

Preferential allotment of Equity Shares is proposed to be made to GAMNAT Pte. Ltd.

7. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the promoters, directors or key managerial personnel of the Company intend to subscribe to the proposed issue.

8. The proposed time within which the allotment shall be completed:

The shares shall be allotted in dematerialized form within 15 days from the date of passing the shareholders resolution approving the issue and allotment of shares to the Allottee, provided where the allotment of the shares is subject to receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of the last of such approvals or permissions.

9. The names of the proposed Allottees and the percentage of post preferential offer capital that may be held by them subject to overall finalized capital infusion table:

The names of the proposed Allottee and their proposed shareholding, as a percentage of the total equity share capital of the Company is as follows:

Allottee	No. of Equity Shares Proposed to be Issued	% of the Post-Issue Equity Share Capital Proposed to be Issued	% of the Total Post-Issue Equity Share Capital that will be held by the Allottee, including previously held shares
GAMNAT Pte. Ltd.	1,34,41,654	3.46%	3.46%

10. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There will not be any change in control in the Company consequent to the Issue.

11. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

13. The shareholding pattern (tentative) of the Company prior to and after the Issue:

Sl. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian:				
	Individual	3,75,00,000	10.00%	3,75,00,000	9.65%
	Bodies corporate				
	Trust	22,50,00,000	60.00%	22,50,00,000	57.92%
	Sub-total	26,25,00,000	70.00%	26,25,00,000	67.58%
2	Foreign promoters				
	Sub-total (A)	26,25,00,000	70.00%	26,25,00,000	67.58%

Sl. No.	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
B	Non-promoters' holding				
1	Institutional investors	10,87,08,818	28.99%	12,21,50,472	31.45%
2	Non-institution				
	Private corporate bodies	5,27,239	0.14%	5,27,239	0.14%
	Directors and relatives	-	-	-	-
	Indian public	27,41,027	0.73%	27,41,027	0.71%
	others (including NRIs)	5,22,916	0.14%	5,22,916	0.13%
	Sub-total (B)	11,25,00,000	30.00%	12,59,41,654	32.42%
	GRAND TOTAL	37,50,00,000	100.00%	38,84,41,654	100.00%

14. The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed Allottee:

The Allottee, GAMNAT Pte. Ltd. is registered as a category I foreign portfolio investor with the Depository Participant under the SEBI (Foreign Portfolio Investor) Regulations, 2014.

The Company has been informed that the beneficial owner of the Allottee is Eurovest Pte. Ltd., which in-turn is wholly owned by the Minister for Finance, a body corporate constituted by the Government of Singapore under section 2(1) of the Minister for Finance (Incorporation) Act, Chapter 183 of Singapore. The board of directors (senior managing officials) of the Allottee are Mr.Bryan Yeo, Mr.Ravi Balasubramanian and Mr.Woo Tuck Kan.

15. The percentage of post preferential issue capital that may be held by the Allottee is as under:

Please refer to Paragraph 9 above.

16. Lock in period:

The shares shall be locked-in for such period as specified under Part V of Chapter V of the SEBI ICDR Regulations.

17. Auditor's certificate:

A certificate from S. R. Batliboi & Associates LLP, statutory auditors of the Company, certifying that the preferential issue of the shares is being made in accordance with the requirements of SEBI ICDR Regulations shall be open for inspection by members at the registered office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m to 3.00 p.m up to January 16, 2020 and at the venue of the EGM, on the date of the meeting.

18. Report of a registered valuer :

A report of a registered valuer is not required for the Issue, under the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

19. Undertaking

The Allottee has confirmed that it has not sold any equity shares of the Company during the six months preceding the Relevant Date.

It is hereby confirmed that neither the Company nor its Directors and to the Company's knowledge any of its Promoters is a wilful defaulter or fugitive economic offender.

Since the equity shares of the Company have been listed on recognized stock exchanges for a period of more than 26 (twenty six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share and therefore the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations.

All equity shares to be allotted to the Allottee in the Company will be in dematerialized form.

The Company is in compliance with the conditions for continuous listing.

20. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter

Neither the Issuer nor any of its promoters or directors is wilful defaulter and hence, this is not applicable

21. Amount which the company intends to raise by way of such securities

The Company intends to issue and allot 1,34,41,654 equity shares of face value Rs.10 each at Rs.325 per share (including a premium of Rs.315 per share), total amounting to Rs. 436,85,37,550.

22. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.

No assets are being charged as the securities proposed to be issued are equity shares. For the details regarding the material terms of issuance of securities, proposed time schedule, objects of offer and for contribution being made by the promoters in proposed offer, please refer to the disclosures provided as aforesaid.

**By Order of the Board of
Prestige Estates Projects Limited**

Date: December 20, 2019
Place: Bengaluru

**Sd/-
Manoj Krishna JV
Company Secretary and Compliance Officer**

Instructions for e-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, January 13, 2020 at 9.00 am and ends on Wednesday, January 15, 2020 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, January 10, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

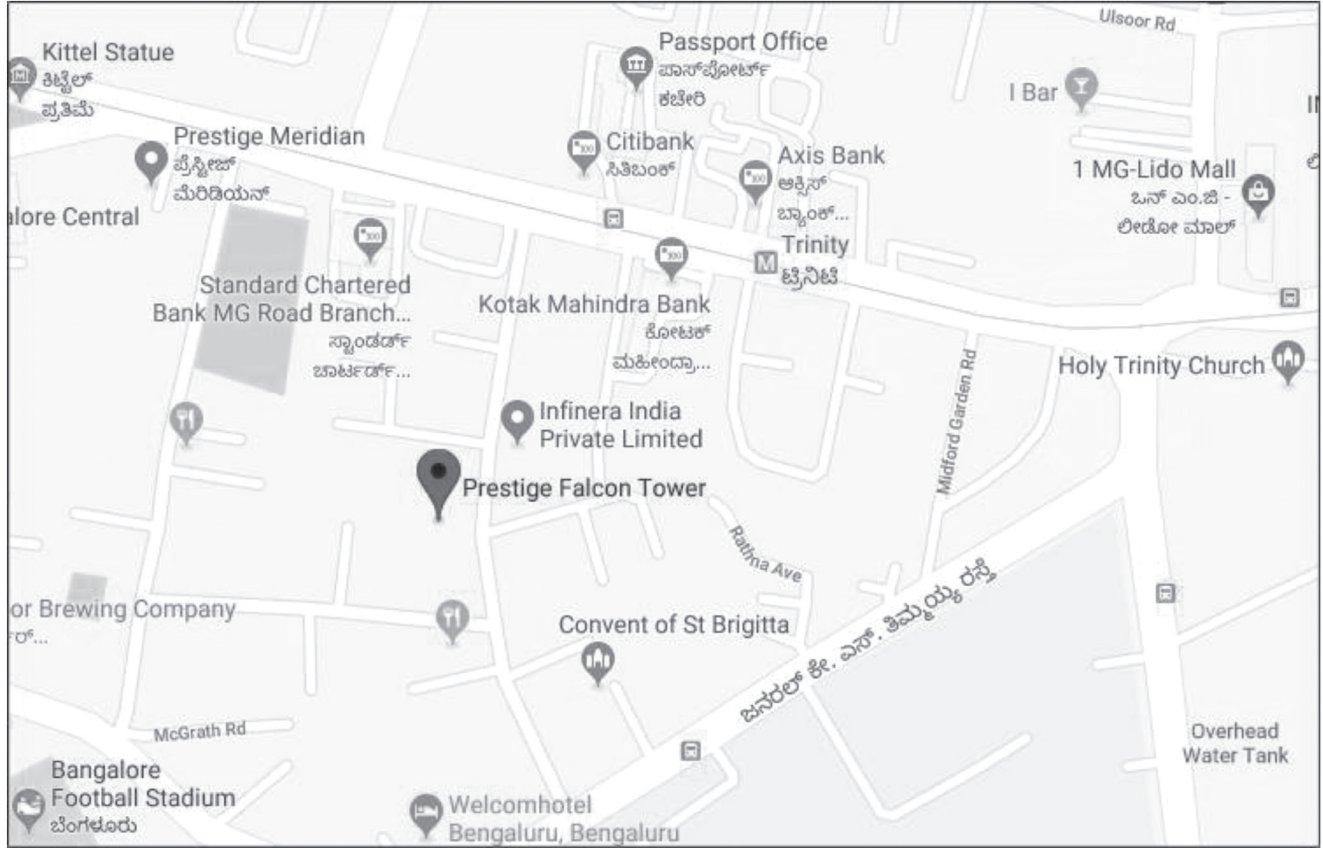
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Prestige Estates Projects Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ROUTE MAP

PRESTIGE ESTATES PROJECTS LIMITED

Prestige Falcon Tower,
No.19, Brunton Road,
Bengaluru - 560025





Prestige Estates Projects Limited

Registered Office: Prestige Falcon Tower, No. 19, Brunton Road, Bengaluru - 560 025

CIN: L07010KA1997PLC022322; **Telephone:** 080-2512 8500

Email: investors@prestigeconstructions.com; **Website:** www.prestigeconstructions.com

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) :

Registered Address :

:

Email ID :

Folio No/ Client ID :

DP ID :

I, We, being the holder(s) of Shares of Prestige Estates Projects Limited (the above said Company), hereby appoint:

1. Name : E-mail ID :

Address:

..... Signature: or failing him

2. Name : E-mail ID :

Address:

..... Signature: or failing him

3. Name : E-mail ID :

Address:

..... Signature:

As my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, January 16, 2020, at Prestige Falcon Tower, No.19, Brunton Road, Bengaluru - 560025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Brief Description of Resolutions
	Special Business
1	Increase in the Authorized share capital of the Company and amendments to Clause V of the Memorandum of Association of the Company
2	Issue of Securities to Qualified Institutional Buyers
3	To issue and allot 1,34,41,654 equity shares of face value Rs. 10 each at Rs.325 (including a premium of Rs.315) per share.

Signed this :.....

Affix Rupee One Revenue Stamp
--

.....

Signature of Shareholder :

.....

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.