



April 07, 2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sirs,

Sub: Compliance Report on corporate Governance for the quarter ended March 31, 2017

Ref: Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Compliance report on Corporate Governance of Prestige Estates Projects Limited for the quarter/year ended March 31, 2017 as required under Regulation 27(2) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed.

Please take the same on record.

Thanking you,

Yours faithfully,
for **Prestige Estates Projects Limited**

M. Sridhar



M. Sridhar
Company Secretary & Compliance Officer

Encl: Annexure-I & II

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED MARCH 31, 2017

1. Name of Listed Entity: **Prestige Estates Projects Limited**
2. Quarter ending: **March 31, 2017**

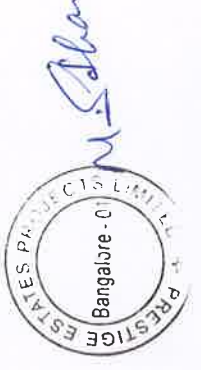
I. COMPOSITION OF BOARD OF DIRECTORS								
Sl. No.	Name of the Director	PAN & DIN	Category (Chairperson/ Executive / Non- Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	Number of Directorship in listed entities including this listed entity	Number of Memberships in Audit/ Stakeholder Committee(s) including this listed entity	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1.	Mr. Irfan Razack	AACPI7226E DIN: 00209022	Chairman & Managing Director	-	-	01	06	-
2.	Mr. Rezwan Razack	ABJPR9881L DIN: 00209060	Executive Director	-	-	01	01	-
3.	Mr. Noaman Razack	ACLPR5361A DIN: 00189329	Executive Director	-	-	01	-	-
4.	Ms. Uzma Irfan	AAGPI0898A DIN: 01216604	Executive Director	-	-	01	02	-
5.	Mr. Jagdeesh K Reddy	ACKPR1479G DIN: 00220785	Non - Executive Independent Director	25-Sep-2014	5 years	01	02	05



6.	Mr. Biji George Koshy	ACVPK0586G DIN: 01651513	Non - Executive Independent Director	25-Sep-2014	5 years	01	06	01
7.	Mr. Noor Ahmed Jaffer	ABMPJ8062C DIN: 00027646	Non - Executive Independent Director	25-Sep-2014	5 years	01	-	03
8.	Dr. Pangal Ranganath Nayak	AARPN2589C DIN: 01507096	Non - Executive Independent Director	25-Sep-2014	5 years	01	03	02

II. COMPOSITION OF COMMITTEES

Name of Committee	Name of Committee Members	Category (Chairperson/Executive / Non - Executive / Independent/ Nominee)
1. Audit Committee	1. Mr. Jagdeesh K. Reddy	Non - Executive/Independent - Chairperson
	2. Mr. Biji George Koshy	Non - Executive/Independent - Member
	3. Dr. Pangal Ranganath Nayak	Non - Executive/Independent - Member
	4. Mr. Irfan Razack	Executive - Member
2. Nomination & Remuneration Committee	1. Dr. Pangal Ranganath Nayak	Non - Executive/Independent - Chairperson
	2. Mr. Jagdeesh Reddy	Non - Executive/Independent - Member
	3. Mr. Noor Ahmed Jaffer	Non - Executive/Independent - Member
3. Risk Management Committee	1. Mr. Irfan Razack	Executive - Chairman
	2. Mr. Rezwan Razack	Executive - Member
	3. Mr. Noaman Razack	Executive - Member



	4. Ms. Uzma Irfan	Executive – Member
	5. Mr. Jagdeesh Reddy	Non - Executive/Independent/ Member
	6. Mr. Biji George Koshy	Non - Executive/Independent/ Member
	7. Mr. Noor Ahmed Jaffer	Non - Executive/Independent/ Member
	8. Dr. Ranganath Pangal Nayak	Non - Executive/Independent/ Member
4. Stakeholders Relationship Committee	1. Mr. Biji George Koshy	Non – Executive/Independent - Chairperson
	2. Mr. Irfan Razack	Executive – Member
	3. Mr. Rezwan Razack	Executive – Member
5. Corporate Social Responsibility Committee	1. Mr. Irfan Razack	Executive – Chairperson
	2. Mr. Rezwan Razack	Executive – Member
	3. Mr. Noor Ahmed Jaffer.	Non - Executive/Independent - Member

III. MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
07 th December 2016	13 th February 2017 22 nd March 2017	67 days



IV. MEETING OF COMMITTEES

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
13 th February 2017	All the members were present	07 th December 2016	67 Days
Nomination Remuneration Committee			
13 th February 2017	All the members were present	07 th December 2016	NA
Risk Management Committee			
NA	All the members were present	07 th December 2016	NA
Stakeholders Relationship Committee			
13 th February 2017	All the members were present	7 th December, 2016	67 Days
Corporate Social Responsibility Committee			
22 nd March 2017	All the members were present	NA	NA

V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether Shareholder approval obtained for material RPT	Not applicable, as there were no material Related Party Transactions



Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
VI. AFFIRMATIONS	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <ol style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee <p>3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>5. The Corporate Governance Report submitted in the previous quarter was placed in the Meeting of Directors, held on 13th February 2017, the said Report is reviewed and noted by the Board without any comments/observations.</p>	

For Prestige Estates Project Limited



M. Sridhar

**M .Sridhar
Company Secretary & Compliance Officer**

Place: Bengaluru

Date: April 07, 2017.

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their	NA	
New name and the old name of the listed entity	NA	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party	23(2),(3)	Yes



Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

M. Sridhar

M. Sridhar
Company Secretary and Compliance Officer

