



PRESTIGE ESTATES PROJECTS LIMITED

Registered Office: The Falcon House, No. 1, Main Guard Cross Road,
Bengaluru – 560001
CIN: L07010KA1997PLC022322

NOTICE

NOTICE is hereby given that the **TWENTIETH ANNUAL GENERAL MEETING** of the members of Prestige Estates Projects Limited, will be held at Conrad Hotel, No.25/3, Kensington Road, Ulsoor, Next to Gurudwara, Bengaluru-560 008 on Wednesday, September 27, 2017 at 3.00 p.m.to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2017, together with the Board's Report and Report of Auditors thereon.
2. To declare a dividend at ₹ 1.20 per fully paid equity share for the Financial Year 2016-17.
3. To re-appoint Mr. Irfan Razack, Director, (DIN:00209022) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To approve the appointment of Statutory Auditors and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. S R Batliboi & Associates LLP, Chartered Accountants, (FRN 101049W/E300004), be and are hereby appointed as Statutory Auditors of the Company in place of the retiring statutory auditors, Deloitte Haskins & Sells (FRN 008072S), to hold office from the conclusion of Twentieth Annual General Meeting ("AGM") till the conclusion of the Twenty-Fifth AGM (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration plus applicable taxes, out of pocket, travelling expenses etc as may be recommended by the Audit Committee and finalized by the Board of Directors in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

5. Payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2017-18.

To consider and if thought fit, to pass the following resolution(s) as ordinary resolution(s), with or without modification(s):

"RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹ 2,00,000/- (Rupees Two Lakhs Only) plus applicable taxes, out of pocket, travelling expenses if any, payable to P. Dwibedy & Co, who was appointed as Cost Auditor of the Company for the FY 2017-18 by the Board of Directors of the Company, on the recommendation of the Audit Committee, be and is hereby ratified."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of the Directors or any Director or Company Secretary in this regard to give effect to the above said resolution."

6. Service of Documents u/s 20 of Companies Act, 2013.

To consider and if thought fit, to pass the following Resolution(s) as Ordinary Resolution(s) with or without modification(s):

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company."

"RESOLVED FURTHER THAT Management Sub Committees of the Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Issue of Non-Convertible Debentures on a Private Placement basis:

To consider and if thought fit, to pass the following Resolution(s) as Special Resolution(s) with or without modification(s):

"RESOLVED THAT in accordance with the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or reenactment thereof, for the time being in force) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India ("SEBI") , SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and subject to the approval of the shareholders and subject to other approvals, permissions and sanctions of the lenders of the Company, SEBI, Stock Exchanges, Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the consent of the members be and is hereby accorded to offer or invite subscription for secured or unsecured redeemable non-convertible debentures in one or more series or tranches, aggregating to ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only), on a private placement basis, on such terms and conditions as the Board of Directors may from time to time, determine and consider proper and beneficial to the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, settle all question, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, utilization of the issue proceeds

and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit."

8. Payment of remuneration to Mr. Noaman Razack (DIN 00189329), Whole-time Director.

To consider and if thought fit, to pass the following Resolution(s) as Special Resolution(s) with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the "Act") read with Schedule V to the said Act, and subject to the approval of the Central Government and such other authorities as may be necessary, if any, consent of the members of the Company be and is hereby accorded for increase of remuneration to Mr. Noaman Razack (DIN 00189329), Whole-time director of the company, from the existing ₹ 30,00,000/- per annum to ₹ 54,00,000/- per annum, from the period January 1, 2017 to 30th September 2019."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Noaman Razack, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as per part I and part II of Schedule V of the Act."

"RESOLVED FURTHER THAT the Board of directors or Management Sub-Committee of the Board of Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required."

By order of the Board of Directors
For Prestige Estates Projects Limited

Sd/-
M. Sridhar
Place: Bengaluru
Date: May 30, 2017 Company Secretary & Compliance Officer

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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.

2. Explanatory statement in pursuance of Section 102 of the Companies Act, 2013 is annexed to the notice. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of person seeking re-appointment as Director is annexed herewith.
3. Register of members and Share Transfer books of the Company will remain closed from Thursday, September 21, 2017 to Wednesday, September 27, 2017 (both days inclusive) for the purpose of Annual General Meeting.
4. The Board of Directors of the Company in its board meeting held on May 30, 2017 has recommended a dividend of ₹ 1.2 per equity share (12%) pertaining to the FY 2016-17.
5. Dividend on Equity shares, if declared at the meeting, shall be paid on or before October 27, 2017 as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Wednesday, September 20, 2017;
 - b. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on Wednesday, September 20, 2017.
6. The Register of Directors and Key Managerial

Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Registrar of contracts and arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.

7. All documents referred to in the notice and annexures thereto along with other mandatory registers / documents are open for inspection at the registered office of the Company on normal business hours of working days upto the date of AGM.
8. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents or the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, as per section 124 of the Act, shall be transferred to the Investor Education and Protection Fund (IEPF). Share(s) on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.
9. Members are requested to visit the website of the Company viz., www.prestigeconstructions.com for viewing the quarterly and annual financial results and for more information on the Company. The Annual Report of FY 2016-17 circulated to the members is also available on the website of the Company www.prestigeconstructions.com.
10. For any investor-related queries, communication may be sent by e-mail to the Company, at investors@prestigeconstructions.com.
11. The 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
12. Members/Proxies are requested to kindly take note of the following:
 - (i) Copies of Annual Report will not be distributed at the venue of the meeting;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;

- (iii) In all correspondences with the Company and/or Link Intime, Folio No. or DP & Client ID No., as the case may be, must be quoted.
13. The Notice of the AGM along with the Annual Report of FY 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of Annual Report, Notice of e-voting etc are being sent by the permitted mode.
 14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your depository participants.
 15. For effecting changes in email/address/bank details/ ECS (Electronic Clearing Service) mandate, members are requested to notify: (i) Link Intime, if shares are held in physical form; and (ii) their respective Depository Participant (DP), if shares are held in electronic form.
 16. 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.
 17. 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.
 18. 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.
 19. 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. Wednesday, September 20, 2017.
 20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Wednesday, September 20, 2017 shall only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue.
 21. The e-voting Event number, User ID and Password along with detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.
 22. 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 AGM. The facility for ballot / polling paper / e-voting (physical voting) 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-voting
 23. The Board of Directors has appointed Mr. Nagendra D. Rao, Practising Company Secretary, as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not later than 48 hours from the conclusion of the e-voting period unblock the votes in the presence of atleast 2 (Two) witnesses not in the employment of the company and prepare a Scrutinizer's Report of the votes cast in favour or against, if any, 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 <http://www.prestigeconstructions.com> and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
 24. The Instructions for e-voting are annexed to this Notice.
 25. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in electronic form

may submit the same to their respective depository participant (DP).

26. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office address to enable the Company to collect the relevant information.

27. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are advised

not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holdings should be verified.

28. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is attached to this notice.

By order of the Board of Directors
For Prestige Estates Projects Limited

Sd/-
M. Sridhar
Place: Bengaluru
Date: May 30, 2017 Company Secretary & Compliance Officer

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Details of the Director seeking appointment/re-appointment in Twentieth Annual General Meeting

Name	Mr. Irfan Razack		
Date of Birth	30.10.1953		
Date of Appointment	04.06.1997		
Qualifications	B.Com. & Course in United Nations University International Leadership Academy		
Expertise in specific functional areas	40 years of rich experience in the retail and real estate industry. Won numerous awards		
Relationship with other Directors Inter Se	Elder Brother of Mr. Rezwan Razack and Mr. Noaman Razack and father of Ms. Uzma Irfan.		
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	1.	Prestige Mangalore Retail Ventures Private Limited	
	2.	Prestige Mysore Retail Ventures Private Limited	
	3.	K2k Infrastructure India Private Limited	
	4.	Prestige Construction Ventures Private Limited	
	5.	Valdel Xtent Outsourcing Solutions Private Limited	
	6.	Prestige Garden Resorts Private Limited	
Memberships/ Chairmanships of Committees of other public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Sr. No.	Name of the Company	Membership of committee of the Board
	1.	Prestige Mangalore Retail Ventures Private Limited	Audit Committee
	2.	Prestige Mysore Retail Ventures Private Limited	Audit Committee
	3.	K2k Infrastructure India Private Limited	Audit Committee
	4.	Prestige Construction Ventures Private Limited	Audit Committee
Number of shares held in the company	93,75,000 (2.50%)		

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of Mr. Irfan Razack, please refer to the Corporate Governance Report.

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

The following Explanatory statement sets out all material facts related to the special business mentioned in the accompanying notice dated May 30, 2017 and shall be taken as forming part of the Notice.

Item No. 5: Payment of remuneration to the Cost Auditor for the Financial Year 2017-18.

The proposal for appointment of P. Dwibedy & Co, Cost Auditor for FY 2017-18 was recommended by the Audit Committee to the Board on a remuneration of ₹ 2,00,000/- per annum (Rupees Two Lacs only) plus tax plus out of pocket expenses, etc and the Board has approved the said proposal.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018

Your Directors recommend the resolutions as set out at Item No 5 of this Notice for your approval.

None of the persons specified in Section 102 of the Companies Act 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors, or Key Managerial Personnel are concerned or interested in the above resolutions.

Item no. 6: Service of document u/s 20 of the Companies Act, 2013

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in their meeting held on May 30, 2017 have delegated the powers for fixation of such fees to the Management Sub Committee of Directors of the Company which shall be a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in the Notice for approval of the Members.

Item no. 7: Issue of non-convertible debentures on a private placement basis

The Company in order to execute various projects has to borrow money from banks and other financial institutions as a means of finance. The Board of Directors envisages a need for the funding requirements of the Company to be met with various Instruments, viz. equity, project loans, general purpose corporate loans, borrowings from Banks and financial institutions, debentures etc. A mix of these instruments would result in optimum utilization of funds at optimum cost and help to meet the various business requirements of the Company.

The Board of Directors of the Company are contemplating the feasibility of borrowing money through the issue of non-convertible debentures, subject to the approval of the Members of the Company by passing a Special Resolution.

Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires a prior approval of the members of the Company by way of a Special Resolution and such approval shall be valid for all private placements made during the year.

Accordingly consent of the members is being sought to enable the Board of Directors to offer or invite subscriptions for redeemable non-convertible debentures in one or more series or tranches as may be required.

None of the Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution except to the extent of their shareholding in the Company.

Item no. 8: Payment of remuneration to Mr. Noaman Razack (DIN 00189329), Whole Time Director

Mr. Noaman Razack, who was appointed as whole time director by the members to hold office upto September 30, 2019.

As per recommendation of Nomination and Remuneration Committee in its meeting held on December 7, 2016, the Board of Directors of the company approved for increase of remuneration to Mr. Noaman Razack from ₹ 30,00,000/- per annum to ₹ 54,00,000/- per annum from the period January 1, 2017 to September 30, 2019 subject to approval of members.

Members' approval is solicited for the increase in remuneration to enable the Company to pay managerial remuneration in the event of inadequate/no profits as per part II of Schedule V of the Act.

In view of the above, your Directors recommend the resolutions as set out at item no.8 of this notice for your approval.

Except Mr. Noaman Razack, Mr. Irfan Razack, Mr. Rezwan Razack and Ms. Uzma Irfan or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 8.

By order of the Board of Directors
For Prestige Estates Projects Limited

Place: Bengaluru
 Date: May 30, 2017

Sd/-
M. Sridhar
 Company Secretary & Compliance Officer

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Friday, September 22, 2017 at 9:00 a.m. and ends on Tuesday, September 26, 2017 at 5.00 p.m. 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) i.e. Wednesday, September 20, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (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 step 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 first two letters of your name and the last 8 digits of the Demat Account/ Folio Number in the PAN field. ■ In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Apurva Kumar with Folio number 200 then enter AP00000200 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 reach directly 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 Company, 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/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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user login who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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.



PRESTIGE ESTATES PROJECTS LIMITED

Registered Office: the Falcon House, No. 1, Main Guard Cross Road,
Bengaluru – 560001

CIN: L07010KA1997PLC022322

ATTENDANCE SLIP

20th Annual General Meeting - Wednesday, September 27, 2017

Name & Address of Shareholder	DP ID & Client ID No/ Registered Folio No.	No. of Shares held

I hereby record my presence at the 20th Annual General Meeting of the Company held on Wednesday, September 27, 2017 at Conrad Hotel, No.25/3, Kensington Road, Ulsoor, Next to Gurudwara, Bengaluru- 560 008 at 3.00 p.m.

If shareholder, please sign here	If proxy, please sign here

Shareholders/ Proxies are requested to fill up the attendance slip and hand it over at the venue. Members/ Proxies are also requested to bring their copy of Annual Report to the meeting as no copies will be distributed at the venue.

Note: No Gift/ Gift Coupons/ Refreshment Coupons will be distributed at the Meeting.

..... Please tear here

ELECTRONIC VOTING PARTICULARS

E-Voting Event Number (EVEN)	User ID	Password

Note: Please read the instructions given in the Notes to the Notice of Twentieth Annual General Meeting to be held on Wednesday, September 27, 2017 at Conrad Hotel, No 25/3, Kensington Road, Ulsoor, Next to Gurudwara, Bengaluru – 560008 at 3.00 p.m. The E-Voting Period starts Friday, September 22, 2017 at 9:00 a.m. and ends on Tuesday, September 26, 2017, at 5.00 p.m. The E-Voting module shall be disabled by CDSL for voting thereafter.



PRESTIGE ESTATES PROJECTS LIMITED

Registered Office: the Falcon House, No. 1, Main Guard Cross Road,
Bengaluru – 560001

CIN: L07010KA1997PLC022322

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 abovesaid Company), hereby appoint:

1. Name :
Address:
Email ID : Signature : or failing him
2. Name :
Address:
Email ID : Signature : or failing him
3. Name :
Address:
Email ID : Signature :

As my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the twentieth Annual General Meeting of the Company to be held on Wednesday, September 27, 2017, at Conrad Hotel, No.25/3, Kensington Road, Ulsoor, Next to Gurudwara, Bengaluru- 560 008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No. Brief Description of Resolutions

Ordinary Business

- 1 Adoption of Financial Statements and Reports thereof for the Financial Year 2016-17.
- 2 Declaration of Final Dividend on Equity Shares
- 3 Reappointment of Mr. Irfan Razack, Director (DIN: 00209022) , Director retiring by rotation.
- 4 To approve the appointment of Statutory Auditors of the Company and to fix their remuneration

Special Business

- 5 Payment of remuneration to Cost Auditors for the Financial Year 2017-18
- 6 Service of document u/s 20 of the Companies Act, 2013.
- 7 Issue of Non-Convertible Debentures on a Private Placement basis
- 8 Payment of remuneration to Mr. Noaman Razack (DIN 00189329), Whole-Time Director.

Signed this Thirtieth day of May, 2017.

Signature of Shareholder

Affix ₹ 1/-
Revenue
Stamp

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.

ROUTE MAP

Prestige Estates Projects Limited

Route Map – AGM Venue
CONRAD HOTEL, No. 25/3,
Kensington Road, Ulsoor, Next to Gurudwara,
Bengaluru-560 008

