



PRESTIGE ESTATES PROJECTS LIMITED

REGISTERED OFFICE: THE FALCON HOUSE, NO. 1, MAIN GUARD CROSS ROAD,
BENGALURU – 560 001
CIN: L07010KA1997PLC022322

NOTICE

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the “Act”) that the **TWENTY SECOND ANNUAL GENERAL MEETING** (the “Meeting” or “AGM”) of the members of Prestige Estates Projects Limited (“the Company”), is scheduled to be held on Wednesday, September 25, 2019 at Prestige Falcon Tower, No.19, Brunton Road, Ward No. 111, Richmond Town, Bengaluru – 560025 at 3.30 p.m. to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Boards’ Report and Report of Auditors’ thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019.
3. To declare a final dividend of ₹ 1.50/- per fully paid equity share for the Financial Year 2018-19.
4. To re-appoint Mr. Rezwan Razack, Director, (DIN: 00209060) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2019-20.**

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 M/s. P. Dwibedy & Co, who was appointed as Cost Auditor of the Company for the Financial Year 2019-20 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. **To- re-appoint Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director**

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

“**RESOLVED THAT**, pursuant to Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, and relevant rules made thereunder, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for the reappointment of Mr. Irfan Razack (DIN: 00209022) as Chairman and Managing Director of the Company for a further period of five years, liable to retire by rotation and be paid remuneration by way of salary, perquisites, allowances, performance incentive etc. as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from September 30, 2019 upto September 29, 2024, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time.”

“**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 or Officer in this regard to give effect to the above said resolution.”

7. **To re-appoint Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company:**

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

“**RESOLVED THAT**, pursuant to Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, and relevant rules made thereunder, and other applicable enactments, as amended from time to time consent and approval of members of the Company be and is hereby accorded for the reappointment of Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company for a further period of five years, liable to retire by rotation and be paid remuneration by way of salary, perquisites, allowances, performance incentive etc.

as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from September 30, 2019 upto September 29, 2024, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time.”

“**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 or Officer in this regard to give effect to the above said resolution.”

8. To re-appoint Mr. Noaman Razack (DIN: 00189329) as Whole-time Director of the Company:

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

“**RESOLVED THAT**, pursuant to Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, and relevant rules made thereunder, and other applicable enactments, as amended from time to time consent and approval of members of the Company be and is hereby accorded for the reappointment of Mr. Noaman Razack (DIN: 00189329) as Whole Time Director of the Company for a further period of five years, liable to retire by rotation and be paid remuneration by way of salary, perquisites, allowances, performance incentive etc. as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from September 30, 2019 upto September 29, 2024, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time.”

“**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 or Officer in this regard to give effect to the above said resolution.”

9. To re-appoint Mr. Biji George Koshy (DIN: 01651513) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder and Clause 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) 2015 as amended from time to time, Mr. B. G. Koshy (DIN: 01651513), Independent Director whose period of office is not liable to retire by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby re-appointed as

an Independent Director of the Company who shall hold office up to September 23, 2024, not liable to retire by rotation.”

“**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 or Officer in this regard to give effect to the above said resolution.”

10. To re-appoint Mr. Jagdeesh K Reddy (DIN: 00220785) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder and Clause 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) 2015 as amended from time to time, Mr. Jagdeesh K Reddy (DIN: 00220785), Independent Director whose period of office is not liable to retire by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company who shall hold office up to September 23, 2024, not liable to retire by rotation.”

“**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 or Officer in this regard to give effect to the above said resolution.”

11. To re-appoint Dr. Pangal Ranganath Nayak (DIN: 01507096) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder and Clause 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) 2015 as amended from time to time, Dr. Pangal Ranganath Nayak (DIN: 01507096), Independent Director whose period of office is not liable to retire by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company who shall hold office up to September 23, 2024, not liable to retire by rotation.”

“**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 or Officer in this regard to give effect to the above said resolution.”

12. To re- appoint Mr. Noor Ahmed Jaffer (DIN: 00027646) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder and Clause 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirement) 2015 as amended from time to time, Mr. Noor Ahmed Jaffer (DIN: 00027646), Independent Director whose period of office is not liable to retire by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment be and is hereby re-appointed as an Independent Director of the Company who shall hold office up to September 23, 2024, not liable to retire by rotation.”

“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 or Officer in this regard to give effect to the above said resolution.”

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

Sd/-

Date: May 27, 2019

Place: Bengaluru

Manoj Krishna JV

Company Secretary & Compliance Officer

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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.
3. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of persons seeking re-appointment as Directors is annexed herewith.
4. Register of members and Share Transfer books of the Company will remain closed from Thursday, September 19, 2019 to Wednesday, September 25, 2019 (both days inclusive) for the purpose of Annual General Meeting.
5. The Board of Directors of the Company at its meeting held on Monday, May 27, 2019 has recommended a dividend of ₹ 1.50/- per equity share (15%) pertaining to the Financial Year 2018-19.
6. Dividend on Equity shares, if declared at the meeting, shall be paid on or before October 25, 2019 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 18, 2019;
 - 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 18, 2019;
7. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 (“the Act”) 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.
8. 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.
9. 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.
10. 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 for FY 2018-19 circulated to the members is also available on the website of the Company www.prestigeconstructions.com.

11. For any investor-related queries, communication may be sent by e-mail to the Company at investors@prestigeconstructions.com.
12. 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
13. 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.
14. The Notice of the AGM along with the Annual Report of FY 2018-19 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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 18, 2019.
21. 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 18, 2019 shall only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue.
22. 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.
23. 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
24. 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 at least 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.
25. The Instructions for e-voting are annexed to this Notice.
26. The voting period begins on September 21, 2019 at 9.00 AM and ends on September 24, 2019 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 September 18, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
27. 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).
 28. 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.
 29. 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.
 30. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirement) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
 31. 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/-

Manoj Krishna JV

Company Secretary & Compliance Officer

Date: May 27, 2019

Place: Bengaluru

EXPLANATORY STATEMENT

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

The following Explanatory statement sets out all material facts related to the special business mentioned in the accompanying notice dated Monday, May 27, 2019 and shall be taken as forming part of the Notice.

Item No. 5: Ratification of Payment of remuneration to the Cost Auditor for the Financial year 2019-20.

The proposal for appointment of P. Dwibedy & Co, Cost Auditor for FY 2019-20 was recommended by the Audit Committee to the Board on a remuneration of ₹ 2,00,000/- per Annum (Rupees Two Lacs only) plus applicable taxes 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 Auditor for the financial year ending March 31, 2020.

Your Directors recommend the resolution 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 resolution.

Item No. 6: To-re-appoint Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director

With more than 41 years of rich, hands-on experience in the retail and real estate industry, Mr. Irfan Razack steers Prestige onwards with a keen business acumen and foresight, placing the highest priority on ethical business principles and practices. A visionary, a real estate icon and the inspiration behind the company's success, he has the ability to create opportunities and the determination to ensure that his vision come to fruition. He is also the company's principal architect, exhibiting the creativity and insight required to conceive aesthetically appealing and yet, wholly saleable real estate products.

Under his able leadership, Prestige is today the **only CRISIL DA1 rated Developer in India** and has been awarded the **financial rating of A+ and A1+ by ICRA.**

Considered one of the leading authorities on real estate in India today, he has won and continues to win several awards and accolades as below:

- Fellowship of the Royal Institution of Chartered Surveyors (FRICS) in 2013. This is the pre-eminent chartered qualification for professionals in land, property and construction, and considered the mark of property professionalism worldwide
- Adjudged 'Real Estate Professional of the Year' at the Real Estate Excellence Awards 2008.
- Best Developer Award in 2009-10 by the Karnataka State Town Planning Department
- Bestowed the Commercial Master Builder Award 2010 by Construction Source India

- ‘Entrepreneur Extraordinaire Award’ by Builders Association of India and Confederation of Real Estate Developers Associations of India (CREDAI) - 2010
- Construction World Architect & Builder Award 2010, being ranked among India’s Top 10 Builders.
- Recognized and awarded for his ‘outstanding contribution’ to real estate by EPC World Award in 2011, by CREDAI in 2013 and by NDTV in 2015.
- Sir M. Visvesvaraya Memorial Award 2015 for his outstanding contribution towards the growth of Karnataka through building projects
 - Voted as one of the Best CEOs in Asia (Best in India) in the reputed Institutional Investor (II) magazine’s 2014 All-Asia Executive Team Rankings
 - Images Retail Award for Excellence in Retail & Customer Service

He also received the coveted “The World’s Greatest Leaders 2015-16 – India” from Asia One and “Best CEO – Real Estate and Construction” from Business Today in 2017.

He was lauded with the Real Leader Award for his social endeavors at the Indian Realty Awards 2013, and was also declared Leader of the Year.

Known as a business leader with a large heart, Mr. Irfan Razack is involved in several philanthropic causes and also actively supports the company’s numerous CSR initiatives. As former President of Rotary Midtown, Bengaluru, he is still actively involved in the club’s activities, and is a Paul Harris Fellow. In 2015, he was inducted as a member of the esteemed Arch C Klumph Society – a special fellowship offered to only a privileged few from the Rotary Foundation. In addition, he has served as Honorary Secretary of the Al-Ameen Educational Society for 21 years.

Mr. Razack’s active involvement in the society, led him to institute the widely acclaimed ‘**Prestige Citizen Extraordinaire Award**’ in association with Rotary Midtown, to honour citizens of Bengaluru who have contributed selflessly. Previous recipients of this award include Mr. NR. Narayanamurthy, Dr. Devi Shetty, Dr. Kiran Mazumdar-Shaw, Mr. Nandan Nilekani, Sri Sri Ravi Shankar, and more recently Dr. B Ramana Rao, among others.

Mr. Razack’s dream of contributing more towards the education segment led to the ‘**Educate India Foundation**’, another Prestige initiative through which Mr. Razack co-founded the **Inventure Academy** (estb. 2005), a leading K-12 International School in Bengaluru.

Among the most prominent and respected businessmen in the country today, Mr. Irfan Razack’s role extends beyond the Prestige Group to the larger arena of business and industry. He has served as President of the Bengaluru Commercial Association (BCA), and as Chairman of the Real Estate Committee of CREDAI, Karnataka for five years. He has also served as the Chairman of CREDAI (National) for a period of 2 years, completing his term in March 2017. He has been a special invitee to the southern regional council of Confederation of Indian Industries (CII), and is also a sought-after panelist for discussions on business and real estate on leading television channels. He holds a Bachelor’s Degree in Commerce from St. Joseph’s College, Bengaluru and was awarded the Lifetime

Achievement Award by the St. Joseph’s Old Boys Association. He has also received recognition from the **United Nations University International’s Leadership Academy (UNU/ILA) in Jordan.**

He has been our Managing Director since 1997. He has overall experience of 45 years in the retail and real estate industry and established our Company in 1986. He is responsible for the overall management of our Company and oversees a gamut of activities from corporate strategic planning to decision making.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of the contributions made by him, it is proposed to re- appoint Mr. Irfan Razack as Chairman and Managing Director of the Company for a further period of five years commencing from September 30, 2019 on the remuneration set-out below:

Remuneration not exceeding ₹ 20,00,000/- per month (Rupees twenty lakhs only), which may be categorized under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below). Further, the remuneration may be paid either on monthly basis or on quarterly, half-yearly, annual or such other intervals, and either proportionately for the period covered at the time of payment or not, and either partly as monthly remuneration and partly as lump sum or ex-gratia payment.

Other allowance	<ul style="list-style-type: none"> • Medical Reimbursement/ allowance- Reimbursement of actual expenditure incurred for self and his family as claimed. • Medical and /or Life insurance- As may be provided by the company of equivalent status to any key executive. • Leave Travel Allowance- For self and family once in a year as claimed.
Contribution	<ul style="list-style-type: none"> • Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund. • Gratuity- Gratuity allowance payable as per the gratuity act. • Leave Encashment: Encashment of leave at the end of the tenure.
Perquisites	<ul style="list-style-type: none"> • Telephone- Entitled for a mobile phone and also a landline connection. • Car and/ or Car Lease Allowance- Entitled to use any car from the pool of cars owned or taken on lease by the company. • Petrol- Entitled for fuel on actuals for the company owned cars or taken on lease by the company.
Accommodation	<ul style="list-style-type: none"> • Will be given Rent Free Accommodation/ HRA • Additional payment by way of Bonus or ex-gratia or payment in any other manner: 2% of the net profit as commission in addition to the salary, if the same is within limits specified in the Companies Act 2013.
Salary in the event of inadequacy of profit	In the event of loss or inadequacy of profit, in any financial year, he shall be entitled to receive a total remuneration including perquisites etc; not exceeding the ceiling limits as per the Companies Act 2013 and the rules made thereon.

None of the Directors, Managers and Key Managerial personnel or their relatives are interested or concerned in the resolution except

Mr. Irfan Razack, Mr. Rezwan Razack, Mr. Noaman Razack and Ms. Uzma Irfan.

Item no. 7: To re-appoint Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company:

As the Co-Founder of the Prestige Group, Mr. Rezwan Razack brings in over four decades of experience into the business of property development. Rezwan is the Joint Managing Director of Prestige Estates Projects Ltd., India’s leading property developer, where he has played a pivotal role in taking the company to the next level.

The second son of Razack Sattar, Rezwan entered the family’s retail business in 1975 and diversified into the business of property development in 1985. Clearly, he has inherited his father’s zest for excellence, and is a high flier from the word go.

Rezwan’s pleasant demeanor and affable nature have been an asset for the Group’s team building efforts. He handles all Construction and Engineering activities of the Prestige Group, where he has built a highly motivated team. His excellent people skills have created an environment where Team Members can execute assignments with confidence and effectiveness.

However, Mr. Rezwan is not one to be limited by business goals alone. A philanthropist by nature, he had dedicated himself to coordinating the ‘Terry Fox Run’ – a fund raising event in aid of Cancer Research in Bengaluru. For this effort, The Governor General of Canada David Johnston, during his State visit in 2014, awarded a Medallion and Scroll to Rezwan Razack. He also staunchly supports the ‘PRAY (Pain Relief and You) Foundation’, which provides medical assistance to the underprivileged.

Among a host of other hats that he wears, Rezwan is an avid golfer, a music aficionado, a wildlife photographer, a keen ornithologist, an F1 motor sports buff and a free-wheeling cook – interests that have partly stemmed from his wide travels across the globe.

The other most remarkable facet of Rezwan Razack’s personality is his passion for collecting Indian Paper Money. His collection of Indian Paper Money is the most comprehensive in the world today.

In Mr. Rezwan’s words: “My journey into the hobby of collecting paper money started with the word ‘CANCELLED’ stamped on some Reserve Bank of India banknotes that were kept in an iron safe at our ancestral home. This safe also had other old banknotes, amongst them a few Reserve Bank of India notes with the portrait of King George VI that were ‘cancelled’ with a rubber stamp that read ‘Pakistan Note Payment Refused’. I always wondered how Reserve Bank of India notes could be Pakistan money. My hobby got cemented in 1971 during my holidays in Coonoor, when my cousin Sadiq Haroon gave me a reasonable collection of British India banknotes. After I returned to Bengaluru, I pestered my grandfather to part with all the antique banknotes that had been demonetized. Thus, began my hobby.”

This hobby, fuelled by Rezwan’s relentless passion and zest for knowledge has created the most accomplished collection of Indian Paper Money from its inception to the present. His collection has been built over a period of 45 years, which saw in-depth research and study of this subject. This culminated in ‘The Revised Standard Reference Guide to Indian Paper Money’, a book that Rezwan co-authored, which was released in January 2012. This guide has become the single most reliable point of reference on Indian Paper

Money. In 2017, Rezwan launched his 2nd book ‘One Rupee One Hundred Years 1917-2017’ to mark the 100th Anniversary of the issuance of the One Rupee note in India. The launch took place in the presence of stalwarts from the Reserve Bank of India and the Ministry of Finance.

Currently Rezwan is the Chairman of International Bank Note Society (IBNS) – India Banknote Collectors’ Chapter. In 2010, Rezwan was awarded by the IBNS for his significant contribution to The Advancement of Numismatic Knowledge for his article titled ‘Banknotes of Portuguese India’. Rezwan also won the Literary Achievement Award 2012 IBNS Journal ‘Fred Philipson Award’ Honorable Mention for his article on ‘Varieties of Portrait Notes of India in King George VI 100 Rupee Series’(Vol. 51#4).

The Governor General of Canada, David Johnston, during his state visit in 2014 awarded a medallion and scroll to Rezwan.

Rezwan shares his knowledge with students to promote numismatics as a hobby. He organizes numismatic events, seminars, competitions and is highly approachable to the numismatic fraternity. He encourages budding collectors and writes regularly on Indian Paper Money for numismatic publications in India and overseas. Rezwan’s long cherished dream - a Museum in Bengaluru dedicated to Indian Paper Money ‘Rezwan Razack’s Museum of Indian Paper Money’ is in the making and will be open by the end of 2019. In the true sense, Rezwan is the restorer and preserver of a national heritage, which could otherwise have been easily lost. His name is parallel to Indian numismatics and will always resonate at a mere mention of Indian Paper Money anywhere and forever.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of the contributions made by him, it is proposed to re- appoint Mr. Rezwan Razack as Joint Managing Director of the Company for a further period of five years commencing from September 30, 2019 on the remuneration set-out below:

Remuneration not exceeding ₹ 20,00,000/- per month (Rupees twenty lakhs only), which may be categorized under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below). Further, the remuneration may be paid either on monthly basis or on quarterly, half-yearly, annual or such other intervals, and either proportionately for the period covered at the time of payment or not, and either partly as monthly remuneration and partly as lump sum or ex-gratia payment.

Other allowance	<ul style="list-style-type: none"> ● Medical Reimbursement/ allowance- Reimbursement of actual expenditure incurred for self and his family as claimed. ● Medical and /or Life insurance- As may be provided by the company of equivalent status to any key executive. ● Leave Travel Allowance- For self and family once in a year as claimed.
Contribution	<ul style="list-style-type: none"> ● Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund. ● Gratuity- Gratuity allowance payable as per the gratuity act. ● Leave Encashment: Encashment of leave at the end of the tenure.

Perquisites	<ul style="list-style-type: none"> ● Telephone- Entitled for a mobile phone and also a landline connection. ● Car and/ or Car Lease Allowance- Entitled to use any car from the pool of cars owned or taken on lease by the company. ● Petrol- Entitled for fuel on actuals for the company owned cars or taken on lease by the company.
Accommodation	<ul style="list-style-type: none"> ● Will be given Rent Free Accommodation/ HRA ● Additional payment by way of Bonus or ex-gratia or payment in any other manner: 2% of the net profit as commission in addition to the salary, if the same is within limits specified in the Companies Act 2013.
Salary in the event of inadequacy of profit	In the event of loss or inadequacy of profit, in any financial year, he shall be entitled to receive a total remuneration including perquisites etc; not exceeding the ceiling limits as per the Companies Act 2013 and the rules made thereon.

None of the Directors, Managers and Key Managerial personnel or their relatives are interested or concerned in the resolution except Mr. Irfan Razack, Mr. Rezwan Razack, Mr. Noaman Razack and Ms. Uzma Irfan.

Item No. 8: To re-appoint Mr. Noaman Razack (DIN: 00189329) as Whole-time Director of the Company:

Noaman Razack's name is synonymous with the Prestige retail endeavour. As Director, Prestige Group, and the youngest son of the founder, the late Mr. Razack Sattar, he leads the activities of the Group's retail vertical. This comprises the world-class mall network that Prestige creates, establishes and directs, a process Noaman oversees in its entirety. It includes the two Prestige Forums in Bengaluru, one each in Chennai, Hyderabad, Kochi and Mangalore. Prestige also has to its credit Bengaluru's landmark luxury mall UB City.

He is, as well, Director of Prestige Fashions Pvt. Ltd. the umbrella organization for all garment-related retail activity in the Group. He thus brings to the Group his unique experience in fashion retail, the Group's richly textured legacy, as embodied in Prestige The Man Store.

That is where Noaman's career began, soon after he graduated, drawn as he was to the idea of quality retail as, perhaps, best expressed in Prestige's bespoke. The bespoke values of focus and impeccable attention to detail combined with Noaman's empathy with Bengaluru and its people, so evident then, has characterized Prestige retail's various avatars.

As he says, "The Prestige retail vertical model transformed Bengaluru's lifestyle, elevating retail to a truly international level in what has become a world capital. Perhaps the sum total of our efforts through the years has been to transform in some way how Bengaluru lives well. Our father taught us to retail not just a product or a service but an ideal: how Bengaluru's citizens could express their style."

The progression from retail to real estate began when Prestige Estates started in the early Eighties and the current synergy of the two was inevitable for its logic: Prestige has always enhanced the Bengaluru lifestyle the way it has since the Fifties when it began with founder Mr. Razack Sattar.

Work apart, Noaman is a man of wide-ranging interests. A proficient sportsman, golf, and hockey are his games of choice. In his understated way, he's much involved with various charitable efforts too. The recognition these bring and the widespread acknowledgements he's garnered in the industry are for him inspiration as much as they are accolades.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of the contributions made by him, it is proposed to re-appoint Mr. Noaman Razack as Whole-time Director of the Company for a further period of five years commencing from September 30, 2019 on the remuneration set-out below:

Remuneration not exceeding ₹ 4,50,000/- per month (Rupees four lakhs fifty thousand only), which may be categorized under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below). Further, the remuneration may be paid either on monthly basis or on quarterly, half-yearly, annual or such other intervals, and either proportionately for the period covered at the time of payment or not, and either partly as monthly remuneration and partly as lump sum or ex-gratia payment.

Other allowance	<ul style="list-style-type: none"> ● Medical Reimbursement/ allowance- Reimbursement of actual expenditure incurred for self and his family as claimed. ● Medical and /or Life insurance- As may be provided by the company of equivalent status to any key executive. ● Leave Travel Allowance- For self and family once in a year as claimed.
Contribution	<ul style="list-style-type: none"> ● Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund. ● Gratuity- Gratuity allowance payable as per the gratuity act. ● Leave Encashment: Encashment of leave at the end of the tenure.
Perquisites	<ul style="list-style-type: none"> ● Telephone- Entitled for a mobile phone and also a landline connection. ● Car and/ or Car Lease Allowance- Entitled to use any car from the pool of cars owned or taken on lease by the company. ● Petrol- Entitled for fuel on actuals for the company owned cars or taken on lease by the company.
Accommodation	<ul style="list-style-type: none"> ● Will be given Rent Free Accommodation/ HRA ● Additional payment by way of Bonus or ex-gratia or payment in any other manner: 2% of the net profit as commission in addition to the salary, if the same is within limits specified in the Companies Act 2013.
Salary in the event of inadequacy of profit	In the event of loss or inadequacy of profit, in any financial year, he shall be entitled to receive a total remuneration including perquisites etc; not exceeding the ceiling limits as per the Companies Act 2013 and the rules made thereon.

None of the Directors, Managers and Key Managerial personnel or their relatives are interested or concerned in the resolution except Mr. Irfan Razack, Mr. Rezwan Razack, Mr. Noaman Razack and Ms. Uzma Irfan.

Item no. 9: To re-appoint Mr. Biji George Koshy (DIN: 01651513) as an Independent Director of the Company:

Mr Biji George Koshy serves on several boards and heads various associations and holds managerial or advisory posts with medical institutions, NGOs, Minority groups and has been an advisor to the police for some twenty years. He has been on the Board of Film Censors for three terms. He has also advised the Union Minister of Communications.

He has done extensive community service after his Masters degree in English from the University of Bombay. He was a research scholar under Dr. George L. Bird of the University of Syracuse, N.Y. He has edited several leading periodicals in Mumbai.

He has served as senior executive with Advani-Oerlikon Ltd. He joined the parent Oerlikon Buehrle AG and Contraves AG in Zurich for fifteen years reporting to their boards in Switzerland.

He also champions women and children rights and is the executive trustee of

The Rainbow Forum, an NGO promoting harmony which post he has held for over 20 years. He has also served as Special Executive Magistrate in Mumbai. He has travelled on business to over sixty countries.

Mr. Biji George Koshy (DIN: 01651513), was appointed as an Independent Director on the Board of the Company on September 25, 2014 to hold office for a period of five years i.e., up to September 24, 2019, pursuant to the provisions of Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Biji George Koshy has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and eligible for re-appointment for another term of five years.

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

Declaration of directorship in Boards and Committees of various Companies, received from Mr. Biji George Koshy, as per provisions of SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015 is annexed to the notice.

Board of Directors, based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 9, for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Biji George Koshy.

Item no. 10: To re-appoint Mr. Jagdeesh K Reddy (DIN: 00220785) as an Independent Director of the Company:

Mr. Jagdeesh K Reddy holds a Bachelor's Degree in Engineering (Mangalore University) and a Master's Degree in Management from Katz Graduate School of Business (University of Pittsburgh). He has wide expertise in finance with specialised skills in private equity mergers and acquisitions.

Mr. Jagdeesh K Reddy (DIN: 00220785), was appointed as an Independent Director on the Board of the Company on September 25, 2014 to hold office for a period of five years i.e., up to September 24, 2019, pursuant to the provisions of Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Jagdeesh K Reddy (DIN: 00220785) has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and eligible for re-appointment for another term of five years.

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

Declaration of directorship in Boards and Committees of various Companies, received from Mr. Jagdeesh K Reddy, as per provisions of SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015 is annexed to the notice.

Board of Directors, based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 10, for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Jagdeesh K Reddy.

Item no. 11: To re-appoint Dr. Pangal Ranganath Nayak (DIN: 01507096) as an Independent Director of the Company:

In a career spanning more than 30 years, Dr. P. Ranganath Nayak has served and trained as an Interventional Cardiologist in various geographies worldwide. Currently, he is a Senior Consultant Cardiologist at Vikram Hospital, Bengaluru, India. He received his DM in Cardiology from Christian Medical College, Vellore, MD from Command Hospital, Bengaluru University and a Bachelor's degree in medicine and surgery from St. John's Medical College, Bengaluru.

He was awarded the Hargobind Overseas Training Fellowship in 1991 for training in interventional cardiology in Australia and France. Dr. P. Ranganath Nayak has extensive business experience in the fields of healthcare, pharmaceutical sciences and clinical research. At present, he is the Director- Medical Services at Vikram Hospital, Bengaluru.

Dr. Pangal Ranganath Nayak (DIN: 01507096), was appointed as an Independent Director on the Board of the Company on September 25, 2014 to hold office for a period of five years i.e., up to September 24, 2019, pursuant to the provisions of Section

149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Dr. Pangal Ranganath Nayak (DIN: 01507096) has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and eligible for re-appointment for another term of five years.

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

Declaration of directorship in Boards and Committees of various Companies, received from Dr. Pangal Ranganath Nayak, as per provisions of SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015 is annexed to the notice.

Board of Directors, based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 11, for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Dr. Pangal Ranganath Nayak.

Item no. 12: To re-appoint Mr. Noor Ahmed Jaffer (DIN: 00027646) as an Independent Director of the Company:

Mr. Noor Ahmed Jaffer holds a Bachelor's Degree in Commerce from St. Joseph's College, Bengaluru. He began his career with Deepak cables and later joined Philips India Limited, Bombay. Later, he co-founded Paper Packaging Private Limited in Bengaluru and established a Kraft Paper Mill in Shimoga. Mr. Noor Ahmed Jaffer is also a Director on the board of Accupak Private Limited, a Company having a packaging unit in Bengaluru. His business experience is extensive and he specialises in strategic decision making.

Mr. Noor Ahmed Jaffer (DIN: 00027646), was appointed as an Independent Director on the Board of the Company on September 25, 2014 to hold office for a period of five years i.e., up to September 24, 2019, pursuant to the provisions of Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Noor Ahmed Jaffer (DIN: 00027646) has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149 (6) of the Act and eligible for re-appointment for another term of five years.

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and he is independent of the Management.

Declaration of directorship in Boards and Committees of various Companies, received from Mr. Noor Ahmed Jaffer, as per provisions of SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015 is annexed to the notice.

Board of Directors, based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 12, for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. Noor Ahmed Jaffer.

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

Sd/-

Date: May 27, 2019
Place: Bengaluru

Manoj Krishna JV
Company Secretary & Compliance Officer



PRESTIGE ESTATES PROJECTS LIMITED
REGISTERED OFFICE: THE FALCON HOUSE, NO. 1, MAIN GUARD CROSS ROAD,
BENGALURU – 560001
CIN: L07010KA1997PLC022322

ADDENDUM TO THE NOTICE OF THE TWENTY SECOND ANNUAL GENERAL MEETING

This is an addendum to the notice of twenty second Annual General Meeting (AGM) of the members of Prestige Estates Projects Limited (“the Company”) to be held on Wednesday, September 25, 2019 at Prestige Falcon Tower, No.19, Brunton Road, Ward No. 111, Richmond Town, Bengaluru - 560025 at 3.30 p.m. to transact the following items of business:

13. To Appoint Ms. Neelam Chhiber (DIN: 00838007) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152, and any other applicable provisions of the Act and the Rules made thereunder, including any statutory modifications or re-enactment(s) thereof, for the time being in force, read with Schedule IV to the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Ms. Neelam Chhiber (DIN: 00838007), who meets the criteria for independence, as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who was appointed as Additional Director by the Board of Directors

with effect from August 01, 2019, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from August 01, 2019 till July 31, 2024 not liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the members of the Company is accorded to the Board of Directors of the Company to do all such acts, deeds and things and 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 Directors so as to give effect to the aforesaid resolution.”

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

Sd/-

Manoj Krishna JV
Company Secretary & Compliance Officer

Date: August 1, 2019
Place: Bengaluru

EXPLANATORY STATEMENT

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

The following Explanatory statement sets out all material facts related to the special business mentioned in the accompanying addendum to the notice dated Thursday, August 1, 2019 and shall be taken as forming part of the Notice.

Item no. 13: To appoint Ms. Neelam Chhiber (DIN: 00838007) as an Independent Director of the Company:

Neelam Chhiber is Co-founder and Managing Trustee at Industree Crafts Foundation, Co-founder and Managing Director, Industree Skills Transform Private Ltd. And Co-founder Director at Mother Earth.

An Industrial Design graduate from National Institute of Design, Ahmedabad, Neelam has for the past three decades been working with artisans in rural areas, by providing design, technical, marketing and management solutions to bridge the urban rural divide.

Over the years, Ms. Neelam and her team have built a holistic ecosystem that works with rural women in India to equip them with the necessary skills and tools to set up self-owned enterprises close to their homes. Industree works to ensure these communities, become part of mainstream value chains and therefore have greater control over their economic security.

Her most recent endeavor Mission Creative Million aims to strengthen the resources of a million producers in the next 10 years to achieve both economic impact including regular work, increased wages and financial stability and social impact improved agency and voice for women at home and in their communities as well as better educational opportunities for the next generation.

Neelam believes that her biggest challenge and reward has been facilitating and equipping producers to manage themselves in changing scenarios.

Ms. Neelam Chhiber (DIN: 00838007), was appointed as an additional Director in the capacity of Non-Executive, Independent (Woman Independent Director) for a period of 5 years with effect from August 1, 2019, to July 31, 2024 subject to the approval of shareholders at the ensuing Annual General Meeting, pursuant to the provisions of Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Ms. Neelam Chhiber (DIN: 00838007) has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149 (6) of the Act.

In the opinion of the Board, she fulfils the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and she is independent of the Management.

Declaration of directorship in Boards and Committees of various Companies, received from Ms. Neelam Chhiber, as per provisions of SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015 is annexed to the notice.

Board of Directors, based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 12, for approval by the members.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Ms. Neelam Chhiber.

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

Sd/-

Date: August 1, 2019

Place: Bengaluru

Manoj Krishna JV
Company Secretary & Compliance Officer

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING 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]

Name of Director	Irfan Razack	Rezwan Razack	Noaman Razack	Biji George Koshy	Jagdeesh Reddy	Pangal Ranganath Nayak	Noor Jaffer	Neelam Chhiber
Date of Birth	30/10/1953	10/02/1955	14/12/1957	21/07/1948	06/11/1967	25/10/1957	12/11/1949	29/10/1962
Relationship with other Directors interse	Brother of Mr. Rezwan Razack & Mr. Noaman Razack	Brother of Mr. Irfan Razack & Mr. Noaman Razack	Brother of Mr. Irfan Razack & Mr. Rezwan Razack	None	None	None	None	None
Date of appointment	04/06/1997	04/06/1997	31/01/2011	10/11/2009	10/11/2009	24/11/2009	24/11/2009	01/08/2019
Expertise in specific functional areas	Overall Management	Construction and engineering activities	Retail division	Independent Director	Independent Director	Independent	Independent Director	Independent Director
Qualification	Bachelor of Commerce	Bachelor of Commerce	Bachelor of Commerce	Master of Arts	Bachelor of engineering and Master of Business Administration	Bachelor of Medicine, Doctorate in Medicine and Doctor of Medicine Cardiology	Bachelor of Commerce	Industrial Design Graduate
No. of Equity shares held in the Company	9375000	9375000	9375000	NIL	NIL	NIL	NIL	NIL
List of other companies in which Directorships are held	<ol style="list-style-type: none"> Prestige Hospitalityventures Limited Mamadapur Solar Private Limited Belgaum Solar Power Private Limited Prestige Retail Ventures Limited Prestige Builders And Developers Private Limited Prestige Golf Resorts Private Limited Prestige Falcon Realty Ventures Private Limited Prestige Estates Projects Limited Prestige Mangalore Retail Private Limited Ventures Private Limited K2k Infrastructure India Private Limited Prestige Sterling InfraProjects Private Limited Prestige Fashions Private Limited Thomsun Realtors Private Limited 	<ol style="list-style-type: none"> Prestige Hospitalityventures Limited Prestige Retail Ventures Limited Prestige Builders And Developers Private Limited Prestige Golf Resorts Private Limited Prestige Falcon Realty Ventures Private Limited I C B I (India) Private Limited Prestige Fashions Private Limited Prestige Garden Resorts Private Limited Prestige Estates Projects Limited Prestige Amusements Private Limited K2k Infrastructure India Private Limited Prestige Construction Private Limited Dollars Constructions And Engineers Private Limited Thomsun Realtors Private Limited 	<ol style="list-style-type: none"> Prestige Golf Resorts Private Limited Prestige Builders And Developers Private Limited Prestige Exora Limited Prestige Golf Resorts Private Limited Prestige Falcon Realty Ventures Private Limited I C B I (India) Private Limited Prestige Fashions Private Limited Prestige Garden Resorts Private Limited Prestige Estates Projects Limited Prestige Mangalore Retail Private Limited K2k Infrastructure India Private Limited Northland Holding Company Private Limited Prestige Mangalore Retail Ventures Private Limited Prestige Sterling InfraProjects Private Limited Prestige Sterling InfraProjects Private Limited Accupak Cartons Private Limited Career Vault Bpo Services Private Limited 	<ol style="list-style-type: none"> Paper Packaging Private Limited Accupak Private Limited Cessna Garden Developers Private Limited Kutub Power Co. Limited Prestige Estates Projects Limited Prestige Exora Business Parks Limited Shimoga Infrastructure Private Limited Carat Lane Trading Private Limited 				

Note:

- Directorship held by Directors mentioned above is as per latest disclosure received from them and it does not include Directorship of Foreign Companies, and Section 8 Companies.
- For other details such as number of meetings of the Board attended during the year, remuneration drawn by all above directors, please refer to the Corporate Governance Report.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 21, 2019 at 9.00 AM and ends on September 24, 2019 at 5.00PM. 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 September 18, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 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.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (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.
- (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 login 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. 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,
Ward No. 111, Richmond Town,
Bengaluru - 560025





PRESTIGE ESTATES PROJECTS LIMITED
REGD OFF: THE FALCON HOUSE, NO. 1, MAIN GUARD CROSS ROAD,
BENGALURU – 560001
CIN: L07010KA1997PLC022322

ATTENDANCE SLIP

22nd Annual General Meeting – Wednesday, September 25, 2019

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

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Wednesday, September 25, 2019 at Prestige Falcon Tower, No.19, Brunton Road, Ward No. 111, Richmond Town, Bengaluru – 560025 at 3:30 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 Twenty Second Annual General Meeting to be held on Wednesday, September 25, 2019 at Prestige Falcon Tower, No.19, Brunton Road, Ward No. 111, Richmond Town, Bengaluru – 560025 at 3:30 p.m. The E-Voting Period starts on Saturday, September 21, 2019 at 9.00 a.m. and ends on Tuesday, September 24, 2019, at 5.00 p.m. The E-Voting module shall be disabled by CDSL for voting thereafter.



PRESTIGE ESTATES PROJECTS LIMITED

REGD OFF: 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 Twenty Second Annual General Meeting of the Company to be held on Wednesday, September 25, 2019, at Prestige Falcon Tower, No.19, Brunton Road, Ward No. 111, Richmond Town, Bengaluru - 560025 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 Audited Standalone Financial Statements and Reports thereof for the Financial Year 2018-19.
2	Adoption of Audited Consolidated Financial Statements for the Financial Year 2018-19.
3	Declaration of Final Dividend on Equity Shares for the financial year 2018-2019.
4	Re-appointment of Mr. Rezwan Razack (DIN: 00209060) , Director retiring by rotation.
SPECIAL BUSINESS	
5	To ratify the payment of remuneration to Cost Auditor for the financial year 2019-20
6	To re-appoint Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director.
7	To re-appoint Mr. Rezwan Razack (DIN:00209060) as Joint Managing Director.
8	To re-appoint Mr. Noaman Razack (DIN: 00189329) as Whole- Time Director of the Company.
9	To re-appoint Mr. Biji George Koshy (DIN: 01651513) as an Independent Director of the Company.
10	To re-appoint Mr. Jagadeesh K Reddy (DIN: 00220785) as an Independent Director of the Company
11	To re-appoint Dr. Pangal Ranganath Nayak (DIN: 01507096) as an Independent Director of the Company
12	To re-appoint Mr. Noor Ahmed Jaffer (DIN: 00027646) as an Independent Director of the Company.
13	To appoint Ms. Neelam Chhiber (DIN: 00838007) as an Independent Director of the Company.

Signed this

Signature of Shareholder

Signature of Proxy holder(s)

Affix
₹ 1/-
Revenue
Stamp

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.

