



PRESTIGE ESTATES PROJECTS LIMITED

REGISTERED OFFICE: PRESTIGE FALCON TOWER, NO.19, BRUNTON ROAD,
BANGALORE-560 025
CIN: L07010KA1997PLC022322

NOTICE

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the "Act") that the **TWENTY FOURTH ANNUAL GENERAL MEETING** (the "Meeting" or "AGM") of the members of Prestige Estates Projects Limited ("the Company" will be held on Monday, September 27, 2021 at 12:00 Noon through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") 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, 2021, 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, 2021 and Report of Auditors' thereon.
3. To re-appoint Mr. Irfan Razack, Director, (DIN: 00209022) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the FY 2021-22.**

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 FY 2021-22 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 authorised 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."

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

Sd/-

Manoj Krishna J V
Company Secretary &
Compliance Officer

Date: June 8, 2021
Place: Bangalore

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 read with the circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC, without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is convened through Video Conferencing / Other Audio Visual Means (VC/OAVM).
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 Director is annexed herewith.
4. Since this agm is being held pursuant to the circulars through VC / OAVM, physical Attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing

body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting.

The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to nagendradrao@gmail.com with a copy marked to evoting@cdsl.co.in.

6. VOTING THROUGH ELECTRONIC MEANS

In terms of Section 108 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), listed companies are required to provide members with the facility to exercise their votes at general meetings through electronic means. The Company has availed the services of CENTRAL DEPOSITORY SERVICES (INDIA) Limited (CDSL) for providing the necessary remote e-voting platform to the members of the Company.

7. The Results declared along with the Scrutiniser's Report shall be placed on the website of the Company and on the website of CDSL.

8. Detailed instructions on the e-voting procedure:

i. Members may note that the Notice of the Twenty fourth Annual General Meeting and the Annual Report 2021 will be available on the Company's website www.prestigeconstructions.com. The Notice of Annual General Meeting shall also be available on the website of CDSL vis. www.evoting.cdsl.com.

ii. The e-voting period shall commence on September 24, 2021 at 9.00 AM and ends on September 26, 2021 at 5.00 PM. The e-voting Module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently.

iii. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

iv. Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first-come-first-served basis. However, the participation of promoters, directors, key managerial personnel,

chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come- first served basis.

v. The Board of Directors has appointed Mr. Nagendra D Rao, Practising Company Secretary (Membership No. 5553, COP No. 7731) as the Scrutiniser for conducting the remote e-voting and poll process in accordance with law and in a fair and transparent manner. The Scrutiniser shall within a period not exceeding 48 hours from the conclusion of the annual general meeting, prepare a Consolidated Scrutiniser's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.

vi. The Results declared along with the Scrutiniser's Report shall be placed on the website of the Company and on the website of CDSL.

vii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

viii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

9. Register of members and Share Transfer books of the Company will remain closed from Tuesday, September 21, 2021 to Monday, September 27, 2021 (both days inclusive) for the purpose of Annual General Meeting.

10. 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.

11. Members are requested to visit the website of the Company vis., www.prestigeconstructions.com for viewing the quarterly and annual financial results and for more information on the Company. The Annual Report for FY 2020-21 circulated to the members is also available on the website of the Company www.prestigeconstructions.com.

12. For any investor-related queries, communication may be sent by e-mail to the Company at investors@prestigeconstructions.com.
13. 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
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd for assistance in this regard.
15. The Notice of the AGM along with the Annual Report of FY 2020-21 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.
16. 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.
17. Members who have not registered their email ID are requested to register their email IDs. Further, the members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., 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.
18. 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 are requested to submit the said details to (i) Link Intime, if shares are held in physical form; and (ii) their respective Depository Participant (DP), if shares are held in electronic form.
19. 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. Monday, September 20, 2021 shall only be entitled to avail the facility of remote e-voting .
20. 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.
21. The Instructions for e-voting are annexed to this Notice.
22. 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).
23. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors@prestigeconstructions.com from September 20, 2021 (9:00 a.m. IST) to September 24, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
24. 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.
25. Since the AGM being held through VC/OAVM, the Route Map is not attached to this Notice.

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

Date: June 8, 2021
Place: Bangalore

Sd/-
Manoj Krishna J V
Company Secretary &
Compliance Officer

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 June 8, 2021 and shall be taken as forming part of the Notice.

Item No. 4: Ratification of Payment of remuneration to the Cost Auditor for the FY 2020-21.

The proposal for appointment of P. Dwibedy & Co, Cost Auditor for FY 2021-22 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, 2022.

Your Directors recommend the resolution as set out at Item No. 4 of this Notice for your approval.

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

Date: June 8, 2021
Place: Bangalore

Sd/-
Manoj Krishna J V
Company Secretary &
Compliance Officer

PRESTIGE ESTATES PROJECTS LIMITED

REGISTERED OFFICE: PRESTIGE FALCON TOWER, NO. 19, BRUNTON ROAD,
BANGALORE-560 025
CIN: L07010KA1997PLC022322

ADDENDUM TO THE NOTICE OF TWENTY FOURTH ANNUAL GENERAL MEETING

This is an addendum to the notice of twenty fourth Annual General Meeting (AGM) of the members of Prestige Estates Projects Limited ("the Company") to be held on Monday, September 27, 2021 at 12:00 Noon through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following items of business:

ORDINARY BUSINESS:

5. To declare a final dividend of ₹ 1.50/- per fully paid equity share for the FY 2020-21.

SPECIAL BUSINESS:

6. 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 ₹ 1,000 Crore (Rupees One thousand 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 authorised 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, utilisation 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."

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

Date: August 10, 2021
Place: Bangalore

Sd/-
Manoj Krishna J V
Company Secretary &
Compliance Officer

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 August 10, 2021 and shall be taken as forming part of the Notice.

Item No. 6: 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, vis. equity, project loans, general purpose corporate loans, borrowings from Banks and financial institutions, debentures etc. A mix of these instruments would result in optimum utilisation 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.

Notes:

26. Dividend on Equity shares, if declared at the meeting, shall be paid on or before October 26, 2021 as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialised 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 Monday, September 20, 2021;
 - 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 Monday, September 20, 2021;

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

Date: August 10, 2021
Place: Bangalore

Sd/-
Manoj Krishna J V
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
Date of Birth	14/12/1957
Relationship with other Directors interse	Brother of Mr. Rezwan Razack and Mr. Noaman Razack Father of Ms. Uzma Irfan
Date of appointment	04/06/1997
Expertise in specific Functional areas	Overall Management
Qualification	Bachelor of Commerce
No. of Equity shares held in the Company	93,75,000
List of other companies in which Directorships are held	1. Prestige Retail Ventures Limited 2. K2K Infrastructure India Private Limited 3. Prestige Builders and Developers Private Limited 4. Prestige Golf Resorts Private Limited 5. Prestige Hospitality Ventures Limited 6. Prestige Falcon Realty Ventures Private Limited 7. Thomsun Realtors Private Limited 8. Prestige Sterling Infraprojects Private Limited 9. Prestige Mysore Retail Ventures Private Limited 10. Prestige Fashions Private Limited 11. Belgaum Solar Power Private Limited 12. Mamadapur Solar Private Limited

Note:

1. 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.
2. 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.

I. GENERAL INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC

- i. Member will be provided with a facility to attend the AGM through VC through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of the Company is displayed.
- ii. The facility for joining the AGM through VC will be opened 15 minutes before the time scheduled for the AGM. The facility of participation at the AGM through VC will be made available to at least 1000 members on first-come-first-served basis.
- iii. Shareholders are encouraged to join the Meeting through Laptops / Tablets for better experience and are Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that members connecting from mobile devices or tablets or through laptops via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@prestigeconstructions.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Three days prior to meeting mentioning their name, demat account number/

folio number, email id, mobile number at investors@prestigeconstructions.com. These queries will be replied to by the company suitably by email.

- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

II. INTRUCTIONS TO SHAREHOLDERS FOR VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on September 24, 2021 at 9.00 AM and ends on September 26, 2021 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of September 20, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738/022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

III. INSTRUCTIONS FOR E-VOTING – PROCESS AND MANNER FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders / Members" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than Individual 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Registrar of the Company or contact the Registrar/Company.
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 as stated above (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Prestige Estates Projects Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If DEMAT account holder has forgotten the changed 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.
- (xvii) Facility for Non – Individual Shareholders and Custodians – Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. 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.
 - e. 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 scrutiniser to verify the same.
 - f. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address investors@prestigeconstructions.com (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutiniser to verify the same.

IV. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING MEETING

1. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
5. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 / 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

