



PRESTIGE ESTATES PROJECTS LIMITED

REGISTERED OFFICE: PRESTIGE FALCON TOWER, NO.19, BRUNTON ROAD,
BANGALORE – 560025
CIN: L07010KA1997PLC022322

NOTICE

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the “Act”) that the **TWENTY FIFTH ANNUAL GENERAL MEETING** (the “Meeting” or “AGM”) of the members of Prestige Estates Projects Limited (“the Company”), is scheduled to be held on Tuesday, September 27, 2022 at the registered office: Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 at 11:30 A.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, 2022, 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, 2022 and Report of Auditors’ thereon.
3. To declare a final dividend of ₹1.50/- per fully paid equity share for the Financial Year 2021-22.
4. To re-appoint Ms. Uzma Irfan, Director, (DIN: 01216604) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
5. To re-appoint M/s. S.R. Batliboi & Associates, LLP as Statutory Auditors of the Company till conclusion of the 30th AGM of the Company.

SPECIAL BUSINESS:

6. **To ratify the payment of remuneration to M/s P. Dwibedy & Co., Cost Auditor of the Company for the Financial Year 2022-23.**

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 ₹200,000/- (Rupees Two Hundred Thousand Only) plus applicable taxes, out of pocket, travelling expenses if any, payable to P. Dwibedy & Co, who was appointed as Cost Auditor of the Company for the Financial Year 2022-23 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.”

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

To consider and if thought fit, to pass the following Resolution(s) as Special Resolution(s):

“**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 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 ₹10,000,000,000/- (Rupees Ten Billion Only), on a private placement basis, on such terms and conditions as the Board of Directors may from time to time, determine and consider proper and beneficial to the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, settle all question, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit.”

8. **Authorize the Board of Directors to borrow upto ₹100,000,000,000/- (Rupees One Hundred Billion only).**

“**RESOLVED THAT** in supersession of the resolution passed through postal ballot on July 16, 2018 in terms of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendments thereto or re-enactment thereof, for the

time being in force) read with relevant Rules thereof and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute or delegate for exercising the powers conferred on the Board by this resolution and under Section 179 of the Act) to act on behalf of the Company, to borrow from time to time in one or multiple tranches, any sum or sums of monies (exclusive of interest) from time to time for the purpose of the business of the Company on the terms & conditions as agreed upon by and between the Company and any one or more banks, Indian and foreign financial institutions including mutual funds, pension funds or any other entity whether in India or abroad and other persons, firms, bodies corporate etc. in the form of cash credit, Fund Based or Non-Fund Based Credit Facilities or advances or by Issue of Debentures, whether unsecured or secured by movable or immovable assets of the Company either by the way of mortgage, hypothecation, pledge or lien and notwithstanding that the money or monies borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time may exceed the aggregate of the paid up capital of the Company and its free reserves including securities premium, if any, provided, the total amount up to which the monies so borrowed by the Company and which shall remain outstanding at any given point of time shall not exceed ₹100,000,000,000/- (Rupees One Hundred Billion Only.)"

"RESOLVED FURTHER THAT that for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s), Key Managerial Personnel and/or any officer(s) of the Company, if required, as it may in its absolute discretion deem it necessary or desirable."

9. Approve creation of Charge/Mortgage/Security on the assets of the Company upto ₹100,000,000,000/- (Rupees One Hundred Billion) only.

"RESOLVED THAT in supersession of the resolution passed through postal ballot on July 16, 2018 and in accordance with Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or reenactment thereof, for the time being in force) read with relevant Rules thereof and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to act on behalf of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted

or may hereafter constitute or delegate for exercising the powers conferred on the Board by this resolution and under Section 179 of the Act), to sell, lease, mortgage and/or charge in addition to the mortgages or charges created or to be created, hypothecate or otherwise dispose of any undertakings or any interest in the undertakings whether present or future, all the immovable and movable properties of the Company and held in the Company' name at any such time and in accordance with the terms and conditions as may be acceptable and agreed upon by the Board of Directors along with the persons so Authorised in this regard, in favour of the lenders or bankers or trustees to secure the borrowings or issue of securities including debentures, upto ₹100,000,000,000/- (Rupees One Hundred Billion) only lent and advanced/ agreed to be lent and advanced by such lenders / financial institutions / banks together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption guarantee commission, remuneration payable with regards to such borrowings, wheresoever situated, present and future and/ or conferring power to enter upon and take possession of the assets of the Company in certain events, to or in lenders / financial institutions (Indian and Foreign) / banks and other institutions for securing the borrowings.

"RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee constituted by the Board for the purpose of exercising powers conferred in this resolution, be and is hereby authorized to finalize and settle with the Lenders, the terms and conditions of such mortgage, charge or hypothecation and execute such documents/deeds/writings/papers/agreements for creation of the aforesaid mortgage, charge or hypothecation as may be required do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to creating mortgages/charges as aforesaid and as may be required to give effect to the above resolution."

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

Manoj Krishna J V
Company Secretary
& Compliance Officer

Date: May 26, 2022
Place: Bengaluru

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.

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 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.

Jointshareholders are eligible to appoint a proxy, provided that the person whose name appears first in the share certificate and is identified by the Company as the primary person for communication, shall be eligible to sign the proxy form.

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 person seeking re-appointment as Director is annexed herewith.

4. 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 reenactment 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.

5. The Results declared along with the Scrutiniser's Report shall be placed on the website of the Company and on the website of CDSL.
6. Detailed instructions on the e-voting procedure:
 - i. The Notice convening the AGM has been uploaded on the website of the Company at www.prestigeconstructions.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited, National Stock Exchange of India Limited at www.bseindia.com, www.nseindia.com. The AGM Notice is also available on the website of CDSL at www.evoting.cdsl.com.
 - ii. The e-voting period shall commence on September 24th 2022 at 9:00A.M. and ends on September 26th 2022 at 5:00 P.M. 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. 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.
 - iv. The Results declared along with the Scrutiniser's Report shall be placed on the website of the Company and on the website of CDSL.
 - v. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM but shall not be entitled to cast their vote again.
 - vi. In case of joint shareholders attending the meeting, the joint holder whose name appears first in the share certificate will be entitled to vote at the meeting, if not already voted through remote e-voting.
 - vii. 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.
7. Register of members and Share Transfer books of the Company will remain closed from Wednesday, September 21, 2022 to Tuesday, September 27, 2022 (both days inclusive) for the purpose of Annual General Meeting.
 8. The Board of Directors of the Company at its meeting held on Monday, May 26, 2022 has recommended a dividend of ₹1.50/- per equity share (15%) pertaining to the Financial Year 2021-22.
 9. Dividend on Equity shares, if declared at the meeting, shall be paid on or before Wednesday, October 26th, 2022 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 Tuesday, September 20, 2022;
 - 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 Tuesday, September 20, 2022.
 10. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("the Act") and Register of

Notice

- 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.
11. 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.
 12. According to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by Thursday, September 15th 2022 (Upto 5:00 P.M.) the Company to determine the appropriate TDS/withholding tax rate applicable.
 13. 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 also be transferred to the IEPF as per Section 124 of the Act and the applicable rules.
 14. For any investor-related queries, communication may be sent by e-mail to the Company at investors@prestigeconstructions.com.
 15. 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
 16. Members/Proxies/ Authorised Representatives 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.
 17. The Notice of the AGM along with the Annual Report of FY 2021-22 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.
 18. 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 in case shares are held in electronic form, and with the Company in case shares held are held in physical form.
 19. 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.
 20. 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 / 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/.
 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. Tuesday, September 20, 2022 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. The Instructions for e-voting are annexed to this Notice.
 24. 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).

25. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to deposit their queries at least ten days prior to the date of AGM of the Company at its registered office address or send an email at investors@prestigeconstructions.com to enable the Company to collect the relevant information.
26. 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.
27. 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.

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

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

Manoj Krishna J V
Company Secretary
& Compliance Officer

Date: May 26, 2022
Place: Bengaluru

Details of Directors Seeking Re-Appointment at the Forthcoming Annual General Meeting

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

Details of the Director seeking re-appointment in Twenty Fifth Annual General Meeting

Name	Ms. Uzma Irfan										
Date of Birth	01.03.1979										
Date of Appointment	11.11.2014										
Qualifications	Bachelor's Degree in Business Administration from American Inter Continental University in London. Graduate with honours and a dual degree.										
Expertise in specific functional areas	Marketing Communication, Corporate Communication, Branding and all image related initiatives for the Prestige Group.										
Relationship with other Directors Inter Se	Daughter of Mr. Irfan Razack										
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> 1. Prestige Exora Business Parks Limited 2. Dollars Hotel and Resorts Private Limited 3. ICBI (India) Private Limited 4. Northland Holding Company Private Limited 5. Prestige Sterling Infraprojects Private Limited 6. Prestige Bidadi Holdings Private Limited 7. Prestige Mulund Realty Private Limited 										
Memberships/ Chairmanships of Committees of other public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)	<table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Name of the Company</th> <th>Membership of committee of the Board</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Prestige Exora Business Parks Limited</td> <td>Audit Committee</td> </tr> <tr> <td>2.</td> <td>Prestige Bidadi Holdings Private Limited</td> <td>Audit Committee</td> </tr> </tbody> </table>	Sl. No.	Name of the Company	Membership of committee of the Board	1.	Prestige Exora Business Parks Limited	Audit Committee	2.	Prestige Bidadi Holdings Private Limited	Audit Committee	
Sl. No.	Name of the Company	Membership of committee of the Board									
1.	Prestige Exora Business Parks Limited	Audit Committee									
2.	Prestige Bidadi Holdings Private Limited	Audit Committee									
Number of shares held in the company	782250 (0.1951%)										

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

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory statement sets out all material facts related to the special business mentioned in the accompanying notice dated Thursday, May 26, 2022 and shall be taken as forming part of the Notice.

Item No. 5: To re-appoint M/s. S.R. Batliboi & Associates, LLP as Statutory Auditors of the Company till the 30th AGM of the Company.

The Statutory Auditors of the Company, M/s. S R Batliboi & Associates LLP, Chartered Accountants (FRN: 101049W/E300004) were appointed to hold office from the twentieth Annual general meeting till the conclusion of the twenty fifth annual general meeting i.e., for a term of 5 (five) years and upon completion of the term, are eligible to be re-appointed as the Statutory Auditors subject to the approval of the Members.

M/S. S. R. Batliboi have extended their acceptance of the proposed re-appointment through the consent letter dated May 25, 2022 and have confirmed that, their appointment, if approved, would be within the limits as specified under Section 141(3)(g) of the Companies Act, 2013 and further certified that they are not disqualified to be appointed as the Statutory Auditors under section 139 of the Companies Act, 2013.

- A. Proposed fees payable to the Statutory Auditors:** A remuneration of 13 (Thirteen) Million yearly plus applicable taxes, out of pocket, travelling expenses as may be recommended by the Audit Committee and finalized by the Board of Directors in consultation with the Statutory Auditors.
- B. Terms of Appointment:** On recommendation by the Audit Committee and as mutually agreed by and between the Company and the Statutory Auditors.
- C. Incase of a new auditor, material change in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** Not applicable, as there is no change in the proposed appointment and as such rationale is not provided herein.
- D. Basis of recommendation of appointment:** Based on the valuable extension of their services in Audit & Assurance Services, the Audit Committee has recommended to the Board of Directors, M/s. S R Batliboi & Associates LLP, Chartered Accountants on the basis of their accountability, rationality & skills.
- E. Credibility:** M/s. S R Batliboi & Associates LLP, Chartered Accountants function with a primary objective to inspire the confidence and trust that help enable a complex world to work, help to support organizations in promoting investor confidence, managing regulatory responsibilities and supporting long-term, sustainable economic growth. In doing so, we protect and serve the public interest and promote transparency.

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

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

Item No. 6: Payment of remuneration to the Cost Auditor for the Financial year 2021-22

The proposal for appointment of P. Dwibedy & Co, Cost Auditor for FY 2022-23 was recommended by the Audit Committee to the Board on a remuneration of ₹200,000/- per annum (Rupees Two Hundred Thousand 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 Auditors for the financial year ending March 31, 2022

Your Directors recommend the resolutions as set out at Item No. 6 of this Notice for your approval.

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

Item No: 7: Issue of Non-Convertible Debentures on a Private Placement basis:

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

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

Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires

Notice

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

The Board recommends the Special Resolution set Forth in Item No. 7 of the Notice for the approval of the Members.

None of the Directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution.

Item No: 8: Authorize the Board of Directors to borrow upto ₹100,000,000,000/- (Rupees One Hundred Billion only).

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors shall not, except with the consent of the members, borrow in excess of the aggregate of the paid up capital of the Company and its free reserves and securities premium account apart from the temporary loans, obtained or to be obtained from its bankers/ financial institutions in the ordinary course of business.

Your Company had sought and obtained the approval of members by way of Postal Ballot, results of which were declared on July 16, 2018, to borrow monies up to a limit of ₹65,000,000,000/- (Rupees Sixty Five Billion Only.)

In view of increased business activities and future growth plans of the Company, your Directors feel that the Company will require more resources to fund the capital adequacy requirements for business expansion from time to time. Hence it is proposed that the Board, on behalf of the Company be authorized to borrow money in excess of the aggregate of the paid up capital of the Company, free reserves and securities premium account such that the total amount so borrowed shall not exceed ₹100,000,000,000/- (Rupees One Hundred Billion Only).

The Board recommends the Special Resolution set Forth in Item No. 8 of the Notice for the approval of the Members.

None of the Directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution.

Item 9: To approve creation of Charge/ Mortgage/ Security on the assets of the Company upto ₹100,000,000,000/- (Rupees One Hundred Billion only).

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Board of Directors shall not, except with the consent of the members, sell, lease, mortgage and/or charge the immovable and movable properties of the Company wheresoever situated, present and future to or in favor of lenders/ financial institutions/ banks to secure the borrowings made by the Company.

Your Company had sought and obtained the approval of members by way of Postal Ballot, results of which was declared on July 16, 2018 to mortgage/ charge immovable and movable assets of the Company upto a limit of ₹65,000,000,000 (Rupees Sixty Five Billion Only.)

Now, in view of increased business activities and future growth plans of the Company, your Directors feel that there may be a need to sell, lease, mortgage/ charge the assets of the Company while exercising the power of borrowing delegated to the Board upto a limit of ₹100,000,000,000/- (Rupees One Hundred Billion) only. Subject to the limits approved by the members from time to time under Section 180 (1) (c) of the Companies Act, 2013.

The Board recommends the Special Resolution set Forth in Item No. 9 of the Notice for the approval of the Members.

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.

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

Manoj Krishna J V
Company Secretary
& Compliance Officer

Date: May 26, 2022
Place: Bengaluru

E-VOTING – GENERAL INSTRUCTIONS

- (i) The voting period begins on Saturday, September 24th, 2022 at 9.00 A.M. and ends on Monday, September 26th, 2022 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 20th, 2022 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.

A. LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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. Additionally, there is 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 No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting 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 Depository	<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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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 toll free no. 1800 22 55 33
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

INSTRUCTIONS FOR E-VOTING PROCESS AND MANNER OF E-VOTING 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.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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 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).

- (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 Prestige Estates Projects Limited.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) 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.
- (xviii) Facility for Non – Individual Shareholders and Custodians – Remote Voting
 - 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@prestigeconstructions.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (i) 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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 at toll free no. 1800 22 55 33



PRESTIGE ESTATES PROJECTS LIMITED

REGISTERED OFFICE: PRESTIGE FALCON TOWER, NO.19, BRUNTON ROAD,
BANGALORE – 560025
CIN: L07010KA1997PLC022322

ATTENDANCE SLIP

25th Annual General Meeting – Tuesday, September 27, 2022

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

I hereby record my presence at the 25th Annual General Meeting of the Company held on Tuesday, September 27, 2022 at Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 at 11:30 A.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

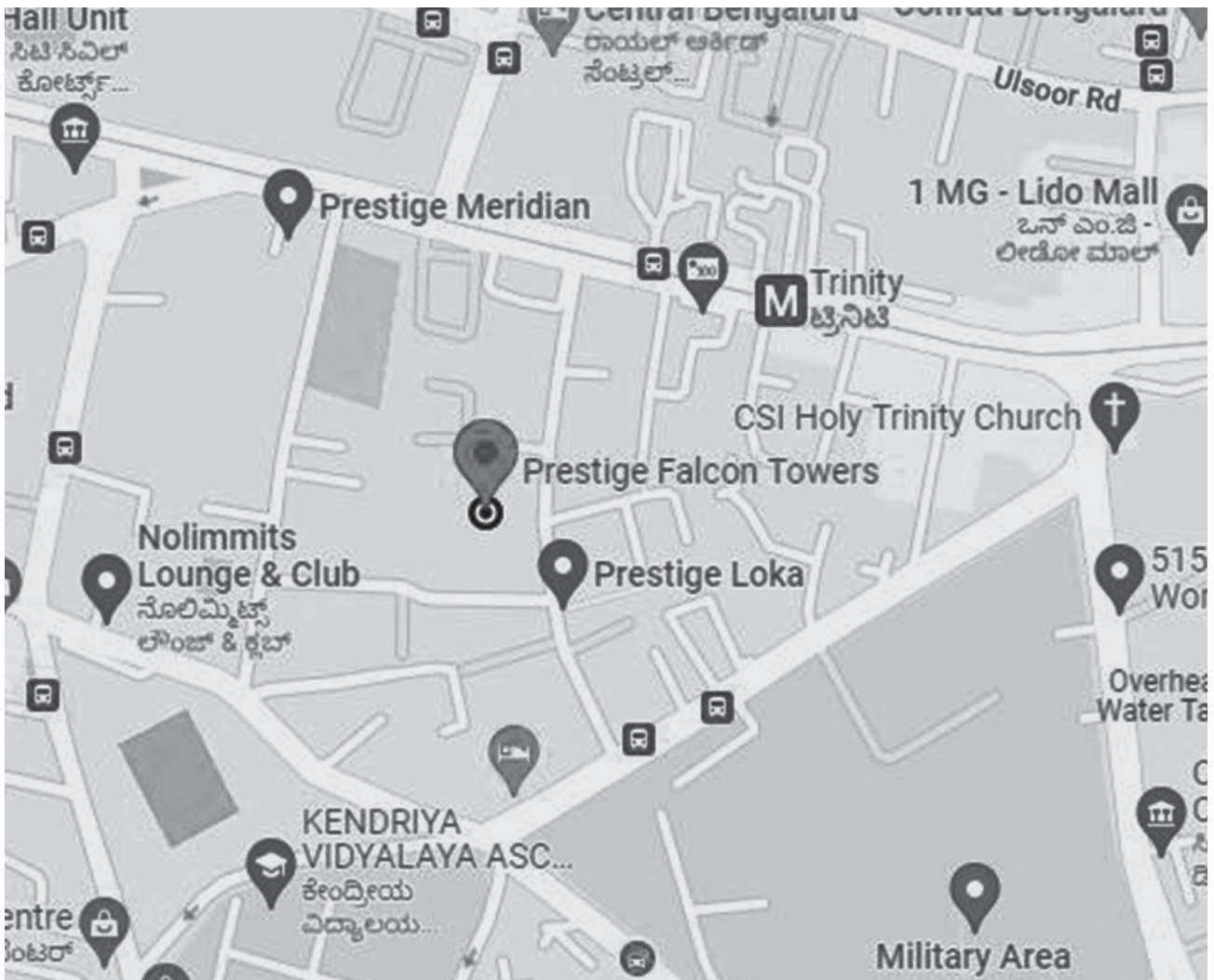
e-voting event number (EVEN)	user ID	password

Note: Please read the instructions given in the Notes to the Notice of Twenty Fifth Annual General Meeting to be held on Tuesday, September 27, 2022 at Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 at 11:30 A.M. The E-Voting Period starts on Saturday, September 24th, 2022 at 9.00 A.M. and ends on Monday, September 26th, 2022, at 5.00 P.M. The E-Voting module shall be disabled by CDSL for voting thereafter.

ROUTE MAP

Prestige Estates Projects Limited

Route Map-AGM Venue
Prestige Falcon Tower,
No.19, Brunton Road,
Bangalore - 560025





PRESTIGE ESTATES PROJECTS LIMITED

REGISTERED OFFICE: PRESTIGE FALCON TOWER, NO.19, BRUNTON ROAD,
BANGALORE – 560025
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:

- Name.....
- Address.....
- Email ID:
- Signature..... or failing him
- Name.....
- Address.....
- Email ID:
- Signature or failing him
- 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 Fifth Annual General Meeting of the Company to be held on Tuesday, September 27th, 2022, at Prestige Falcon Tower No.19, Brunton Road, Bangalore - 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 2021-22
2	Adoption of Audited Consolidated Financial Statements and Reports thereof for the Financial Year 2021-22
3	Declaration of Final Dividend on Equity Shares for the financial year 2021-22
4	Re-appointment of Ms. Uzma Irfan, Director (DIN: 01216604) , Director retiring by rotation.
5	Reappointment of M/s. S.R. Batliboi & Associates, LLP as Statutory Auditors of the Company till the 30 th AGM of the Company.
Special Business	
6	Payment of remuneration to Cost Auditors for the financial year 2021-22
7	Issue of Non-Convertible Debentures on a Private Placement basis.
8	Authorize the Board of Directors to borrow upto ₹100,000,000,000/- (Rupees One Hundred Billion Only.)
9	To approve creation of Charge/ Mortgage/Security on the assets of the Company upto ₹100,000,000,000/- (Rupees One Hundred Billion Only.)

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.