



## 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 SIXTH ANNUAL GENERAL MEETING** (the “Meeting” or “AGM”) of the members of Prestige Estates Projects Limited (“the Company”), is scheduled to be held on Thursday, September 21, 2023 at the registered office: Prestige Falcon Tower, No.19, Brunton Road, Bangalore - 560025, at 12 Noon 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, 2023, 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, 2023 and Report of Auditors’ thereon.
3. To declare a final dividend of ₹ 1.50/- per fully paid equity share for the Financial Year 2022-2023.
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 approve the continuation of appointment of Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director upon attaining the age of 70 (seventy) years:**

*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 continuation of appointment of Mr. Irfan Razack (DIN: 00209022), who will be attaining the age of 70 (seventy) years on October 30, 2023, to hold office as the Chairman and Managing Director of the Company upto September 29, 2024, on existing terms and conditions of appointment, in accordance with the special resolution passed on September 25, 2019.

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

6. **To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2023-2024:**

*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 Lakhs Only) plus applicable taxes, out of pocket, travelling expenses if any, payable to P. Dwibedy & Co, who was appointed as Cost Auditor of the Company for the Financial Year 2023-2024 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.”

## 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 ₹ 20,000,000,000 (Rupees Twenty 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 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 delegate all or any of its powers herein conferred to any committee of the Board 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**

**Manoj Krishna J V**

Date: May 30, 2023

Place: Bengaluru

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 person seeking appointment/ re-appointment/ continuation of appointment as Director is annexed herewith.
4. The Board of Directors of the Company at its meeting held on Tuesday, May 30, 2023 has recommended a dividend of ₹ 1.50/- per equity share (15%) pertaining to the Financial Year 2022-2023.
5. Dividend on Equity shares, if declared at the meeting, shall be paid on or before October 20, 2023 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 September 14, 2023;
  - 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 September 14, 2023.

6. 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.
7. All documents referred to in the notice and annexures thereto along with other mandatory registers / documents are open for inspection at the registered office of the Company on normal business hours of working days upto the date of AGM.
8. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share transfer Agents or the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, as per section 124 of the Companies Act, 2013, shall be transferred to the Investor Education and Protection Fund (IEPF). Share(s) on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.
9. Members are requested to visit the website of the Company viz., [www.prestigeconstructions.com](http://www.prestigeconstructions.com) for viewing the quarterly and annual financial results and for more information on the Company. The Annual Report of FY 2022-2023 circulated to the members is also available on the website of the Company [www.prestigeconstructions.com](http://www.prestigeconstructions.com).
10. For any investor-related queries, communication may be sent by e-mail to the Company at [investors@prestigeconstructions.com](mailto:investors@prestigeconstructions.com).
11. The Investor-related queries may also be addressed to the Registrar & Share Transfer Agent, Link Intime India Private Limited (Link Intime) at the following address:
 

Link Intime India Private Limited  
C 101, 247 Park, L. B. S. Marg,  
Vikhroli West, Mumbai - 400 083  
Maharashtra, India  
Tel. no: +91-22-49186270  
Fax no: +91-22-49186060  
E-mail- [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)
12. Members/Proxies are requested to kindly take note of the following:
  - (i) Copies of Annual Report will not be distributed at the venue of the meeting;
  - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
  - (iii) In all correspondences with the Company and/or Link Intime, Folio No. or DP & Client ID no., as the case may be, must be quoted.
13. The Notice of the AGM along with the Annual Report of Financial Year 2022-2023 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies of Annual Report, notice of e-voting etc are being sent by the permitted mode.
14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your depository participants.
15. For effecting changes in email/address/bank details/ECS (Electronic Clearing Service) mandate, members are requested to notify: (i) Link Intime, if shares are held in physical form; and (ii) their respective Depository Participant (DP), if shares are held in electronic form.
16. In compliance with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting facility to enable the Shareholders to cast their votes electronically.
17. In terms of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company will conduct a poll on the day of meeting and members who have not cast their vote through e-voting, shall be able to exercise their right to vote in the poll.
18. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to their shares in the equity share capital of the Company as on cut-off date i.e. Thursday, September 14, 2023.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date

- i.e. September 14, 2023 shall only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue.
21. The e-voting Event number, User ID and Password along with detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the notice of AGM.
  22. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper / e-voting (physical voting) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper/ e-voting.
  23. The Board of Directors has appointed Mr. Nagendra D. Rao, Practising Company Secretary, as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not later than 48 hours from the conclusion of the e-voting period unblock the votes in the presence of atleast 2 (Two) witnesses not in the employment of the Company and prepare a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.  
  
The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.prestigeconstructions.com> and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
  24. The Instructions for e-voting are annexed to this Notice.
  25. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in electronic form may submit the same to their respective depository participant (DP).
  26. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries **at least ten days prior to the date of AGM of the Company at its registered email address at [investors@prestigeconstructions.com](mailto:investors@prestigeconstructions.com)** to enable the Company to collect the relevant information.
  27. Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holdings should be verified.
  28. 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 08, 2018 to permit transfer of listed securities only in the dematerialised 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 dematerialisation.
  29. 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**

Date: May 30, 2023  
Place: Bengaluru

**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 Tuesday, May 30, 2023 and shall be taken as forming part of the Notice.

**Item No. 5: To approve the continuation of appointment of Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director upon attaining the age of 70 (seventy) years:**

With more than 50 years of rich, hands-on experience in the real estate industry, comprising of Residential, Commercial, Retail and Hospitality. 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.

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 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 continue the appointment of Mr. Irfan Razack as Chairman and Managing Director of the Company upon attaining the age of 70 years on October 30, 2023 to hold office upto September 29, 2024 on existing terms and conditions in accordance with the special resolution passed on September 25, 2019. Details as per Regulation 36(3) of SEBI (listing Obligations & Disclosure Requirements), 2015 are provided in Annexure I.

Remuneration not exceeding ₹ 3,000,000/- per month (Rupees Thirty Lakhs only), which may be categorised 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:**

- 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.
- City Compensatory Allowance

**Contribution**

- 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**

- 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**

- Will be given Rent Free Accommodation/ HRA
- Additional payment by way of Bonus or exgratia 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.

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

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

**Item No. 6: Payment of remuneration to the Cost Auditor for the Financial year 24:**

The proposal for appointment of P. Dwibedy & Co, Cost Auditor for Financial Year 2023-2024 was recommended by the Audit Committee to the Board on a remuneration of ₹ 200,000/- per Annum (Rupees Two Lakhs 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, 2024.

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

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

**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 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 ₹ 20,000,000,000 (Rupees Twenty Billion only), 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 secured or unsecured redeemable non-convertible debentures in one or more series or tranches as may be required.

Your Directors recommend the resolutions as set out at Item No. 7 of this Notice for your approval.

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

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

Date: May 30, 2023  
Place: Bengaluru

**Manoj Krishna J V**  
Company Secretary &  
Compliance Officer

### ANNEXURE 1

Name	Mr. Rezwan Razack	Mr. Irfan Razack															
Date of Birth, Age	February 10, 1955, 68 years	October 30, 1953, 69 years															
Date of Appointment	June 4, 1997	June 4, 1997															
Brief resume	As the Co-Founder of Prestige Estates Projects Limited, Mr. Rezwan brings in over four decades of experience in the business of property development. Mr. Rezwan is the Joint Managing Director of the Prestige Estates, where he has played a pivotal role in taking the Company to its present level. Mr. Rezwan entered his family's retail business in 1975 and diversified into property development in 1985. Mr. Rezwan's pleasant demeanour and affable nature has 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.	As set out in the Explanatory statement annexed to this notice															
Qualifications	Bachelor of Commerce	Bachelor of Commerce															
Expertise in specific functional areas	Construction and engineering activities	Construction and engineering activities															
Relationship with other Directors Inter Se	Brother of Mr. Irfan Razack & Mr. Noaman Razack	Brother of Mr. Rezwan Razack & Mr. Noaman Razack. Father of Ms. Uzma Irfan															
Directorships held in other companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> <li>Prestige Retail Ventures Limited</li> <li>K2K Infrastructure (India) Private Limited</li> <li>Prestige Builders and Developers Private Limited</li> <li>Prestige Hospitality Ventures Limited</li> <li>Prestige Falcon Realty Ventures Private Limited</li> <li>Prestige Construction Ventures Private Limited</li> <li>I C B I (India) Private Limited</li> <li>Prestige Garden Resorts Private Limited</li> <li>Prestige Golf Resorts Private Limited</li> <li>Prestige Sterling Infraprojects Private Limited</li> <li>Prestige Fashions Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>INR Energy Private Limited</li> <li>Prestige Retail Ventures Limited</li> <li>K2K Infrastructure (India) Private Limited</li> <li>Prestige Builders and Developers Private Limited</li> <li>Prestige Hospitality Ventures Limited</li> <li>Prestige Falcon Realty Ventures Private Limited</li> <li>Prestige Golf Resorts Private Limited</li> <li>Prestige Falcon Mumbai Realty Private Limited</li> <li>Prestige Acres Private Limited</li> <li>Pinnacle Business Ventures Private Limited</li> <li>Prestige Sterling Infraprojects Private Limited</li> <li>Prestige Fashions Private Limited</li> </ol>															
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 colspan="3" style="text-align: center;">Nil</td> </tr> </tbody> </table>	Sl. No.	Name of the Company	Membership of committee of the Board	Nil			<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>K2K Infrastructure (India) Private Limited</td> <td>Member – Audit Committee</td> </tr> <tr> <td>2.</td> <td>Prestige Sterling (Infra) Projects Private Limited</td> <td>Member – Audit Committee</td> </tr> </tbody> </table>	Sl. No.	Name of the Company	Membership of committee of the Board	1.	K2K Infrastructure (India) Private Limited	Member – Audit Committee	2.	Prestige Sterling (Infra) Projects Private Limited	Member – Audit Committee
Sl. No.	Name of the Company	Membership of committee of the Board															
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Sl. No.	Name of the Company	Membership of committee of the Board															
1.	K2K Infrastructure (India) Private Limited	Member – Audit Committee															
2.	Prestige Sterling (Infra) Projects Private Limited	Member – Audit Committee															
Number of shares held in the company	9,375,000 (2.3387%)	9,375,000 (2.3387%)															

Note: For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of Mr. Rezwan Razack & Mr. Irfan Razack, please refer to the Corporate Governance Report in the Annual Report as annexed herein.

Your Directors recommend the resolution as set out at Item No. 4 Item No. 5 of this Notice for your approval.

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

## PRESTIGE ESTATES PROJECTS LIMITED

**Registered Office:** Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025

CIN: L07010KA1997PLC022322

# ADDENDUM TO THE NOTICE OF TWENTY SIXTH ANNUAL GENERAL MEETING

This is an addendum to the notice of **TWENTY SIXTH ANNUAL GENERAL MEETING (AGM)** of the members of Prestige Estates Projects Limited (“the Company”) to be held on Thursday, September 21, 2023 at the registered office: Prestige Falcon Tower, No.19, Brunton Road, Bangalore - 560025 at 12 Noon to transact the following items of business:

### **SPECIAL BUSINESS:**

**8. To approve the regularisation of appointment of Mr. S N Nagendra (DIN:02533658) as Non-Executive Independent Director of the Company:**

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

**“RESOLVED THAT,** in accordance with the provisions of Section 149, 152 and 161 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, along with relevant Rules made thereunder including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the

provisions of the Article of Association of the Company and the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint Mr. S N Nagendra (DIN: 02533658), who was appointed as Additional Director in the capacity of Non-Executive Independent Director with effect from August 08, 2023, in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director and who has submitted a declaration to that effect, and being eligible to be appointed in terms of Regulation 16(1) (b) of the Listing Regulations, as Non-Executive Independent Director to hold office for a term of five years with effect from August 08, 2023 to August 07, 2028, not liable to retire by rotation.

**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 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**

**Manoj Krishna J V**

Company Secretary &  
Compliance Officer

Date: August 8, 2023  
Place: Bengaluru



## 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 08, 2023 and shall be taken as forming part of the Notice.

### Item No. 8: To approve the regularisation of appointment of Mr. S N Nagendra (DIN:02533658) as Non-Executive Independent Director of the Company:

A veteran professional, Mr. S N Nagendra (DIN: 02533658) was associated with the HDFC Limited, & its Group for over 3 decades. He was instrumental in extending Financial assistance for Development of Housing, Commercial Complexes & Retail apart from many other initiatives in real estate & infrastructure. His official position was as Member of Executive Management for the Corporation.

Further, Mr. S N Nagendra was responsible for the business in the Karnataka & Goa Region and continued to be associate with the HDFC group as a consultant advisor. He was also holding a board position in Infrastructure Development Corporation (Karnataka) Limited and at HDFC Capital Advisors Limited.

Mr. S N Nagendra (DIN: 02533658), was appointed as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company on August 08, 2023 to hold office for a period five years i.e., up to August 07, 2028, pursuant to the provisions of Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

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, is received from Mr. S N Nagendra, as per provisions of SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015.

Copy of the draft letter of appointment of Mr. S N Nagendra describing the terms & conditions of the appointment shall be available for inspection on request through sending an email to investors@prestigeconstructions.com.

### DETAILS OF THE DIRECTOR SEEKING APPOINTMENT IN TWENTY SIXTH 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]

<b>Name and Age</b>	<b>Mr. S N Nagendra , 66 years</b>	
Date of Birth	March 19, 1957	
Date of Appointment	August 08, 2023	
Qualifications	Bachelor of Arts, LLB and MBA	
Expertise in specific functional areas	Industry Experience in Banking and Finance for Real Estate activities, Corporate Governance & overall Leadership/Operational experience	
Relationship with other Directors Inter Se	He is not related to any of the Directors of the Company	
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	Nil	
Memberships/ Chairmanships of Committees of other public limited companies (includes only Audit Committee and Stakeholders' Relationship Committee)	<b>Sl. No.</b>	<b>Name of the Company</b>
		<b>Membership of committee of the Board</b>
		Nil
Number of shares held in the Company	Nil	
Remuneration	₹ 100,000 as sitting fees for every Board Meeting and ₹ 25,000 for every Audit Committee Meeting in attendance.	

Note: Mr. S N Nagendra has been appointed from August 08, 2023 and there were no Board meetings held during this period upto the date of the AGM

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 8, for approval by the members.

Except Mr. S N Nagendra, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Monday, September 18, 2023 at 9.00 A.M. and ends on Wednesday, September 20, 2023 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 14, 2023 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.
- (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:

**Login Method for e-voting for Individual Shareholders Holding Securities in Demat Mode:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; voting during the meeting. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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 & voting during the meeting.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**INSTRUCTIONS FOR E-VOTING –FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & SHAREHOLDERS HOLDING IN PHYSICAL FORM.**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders module
- (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](http://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 Physical shareholders and other than individual shareholders holding shares in Demat.
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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 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) Alternatively, Non-Individual shareholders are required to upload 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 for verification.

**ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –FOR REMOTE VOTING ONLY.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delinked in case of any wrong mapping.

- 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 registered email address at [investors@prestigeconstructions.com](mailto: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.

**PROCESS FOR THOSE MEMBER WHOSE EMAIL/MOBILE NUMBER 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 through Depository.

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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



## PRESTIGE ESTATES PROJECTS LIMITED

**Registered Office:** Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025

CIN: L07010KA1997PLC022322

### ATTENDANCE SLIP

26<sup>th</sup> Annual General Meeting – Thursday, September 21, 2023

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

I hereby record my presence at the 26<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 21, 2023 at Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 at 12 Noon.

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 Sixth Annual General Meeting to be held on Thursday, September 21, 2023 at Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 at 12 Noon. The E-Voting Period starts on Monday, September 18, 2023 at 9.00 a.m. and ends on Wednesday, September 20, 2023, at 5.00 p.m. The E-Voting module shall be disabled by CDSL for voting thereafter.



## 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:

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 Sixth Annual General Meeting of the Company to be held on Thursday, September 21, 2023, 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
<b>Ordinary Business</b>	
1	Adoption of Audited Standalone Financial Statements and Board's Report thereof for the Financial Year 2022-2023
2	Adoption of Audited Consolidated Financial Statements and Reports thereof for the Financial Year 2022-2023
3	Declaration of Final Dividend on Equity Shares for the Financial Year 2022-2023
4	Re-appointment of Mr. Rezwan Razack, Director, (DIN: 00209060) who retires by rotation.
<b>Special Business</b>	
5	To approve the continuation of appointment of Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director Ratify upon attaining the age of 70 (seventy) years
6	Ratify payment of remuneration to Cost Auditors for the Financial Year 2023-2024
7	Issue of Non-Convertible Debentures on a Private Placement basis.
8	To approve the regularisation of appointment of Mr. S N Nagendra (DIN:02533658) as Non-Executive Independent Director of the Company

Signed this (date) .....

Signature of Shareholder .....

Signature of Proxy holder(s) .....

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# ROUTE MAP

## Prestige Estates Projects Limited

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

