



Nagendra D. Rao, B.Com., LL.B., F.C.S.

Practising Company Secretary

September 18, 2018

To,

The Chairman,
Prestige Estates Projects Limited,
The Falcon House,
No.1 Main Guard Cross Road,
Bengaluru - 560001

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.

I, Nagendra D Rao, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Prestige Estates Projects Limited vide resolution dated 28th May 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing e-voting process in a fair and transparent manner and voting on poll conducted for business to be transacted at the 21st Annual General Meeting of the Shareholders of the Company held on Monday, September 17, 2018 at 4.00 p.m., at Hajee Saleh Mohammed Ahmed Sait Cutchi Memon Jamath Khana (CMJ), 4th Floor, Topaz Hall, #276, K. Kamaraj Road, Bengaluru - 560042.

Accordingly, Prestige Estates Projects Limited has made arrangement with the system provider viz, Central Depository Services (India) Limited (CDSL) for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated May 28, 2018 sent to the shareholders by Courier to their registered address. The Company has also sent the above mentioned notice by Speed Post to those shareholders who have specifically requested the company to dispatch the notice through Speed Post to their registered address.

The shareholders of the Company holding shares as on "cut-off" date September 11, 2018 were entitled to vote on the resolution as contained in the Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were **14,946**.

Pursuant to Rule 20 (3) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard, English Newspaper and Vijayavani, Kannada Newspaper on August 28, 2018 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commences on September 12, 2018 (9:00 AM) and ends on September 16, 2018 (5:00 PM).

The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

1



After the closure of the voting at the Annual General Meeting, the report on the poll taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The total number of Members present at the 21st Annual General Meeting were 100 (One Hundred) in person and Proxy detailed as under.

Sr. No.	Category of Shareholders present in person / proxy	In Numbers
1	Promoter and Promoter Group	6
2	Public	94
3	Proxy	0
	Total	100

I now submit my Consolidated Report on the evoting process and poll conducted at the 21th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Boards' Report and Report of Auditors' thereon

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	170	34,45,22,136	99.99
Poll	34	4,125	0.01
Total	204	34,45,26,261	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: The Ordinary Resolution No.1 as mentioned above is passed Unanimously.

II. Resolution No. 2:- To receive consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018.



Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	170	34,45,22,136	99.99
Poll	34	4,125	0.01
Total	204	34,45,26,261	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: The Ordinary Resolution No. 2 as mentioned above is passed Unanimously.

III. Resolution No. 3:- To declare a dividend at Rs. 1.20/- per fully paid equityshare for the Financial Year 2017-18.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	173	34,50,17,240	99.99
Poll	34	4,125	0.01
Total	207	34,50,21,365	100.00



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed Unanimously.

IV. Resolution No. 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.

Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	170	34,50,17,191	99.98
Poll	34	4,125	0.01
Total	204	34,50,21,316	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	3	49	0.01
Poll	0	0	0
Total	3	49	0.01

(iii) Invalid Votes:

Mode of Voting.	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them.
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by Requisite Majority.



V. Resolution No. 5 :-To approve the ratification of appointment of Statutory Auditors.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	173	34,50,17,240	99.99
Poll	34	4,125	0.01
Total	207	34,50,21,365	100

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed Unanimously.

VI. Resolution No. 6:- Payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2018-19.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	172	34,50,17,238	99.98
Poll	34	4,125	0.01
Total	206	34,50,21,363	99.99



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	1	2	0.01
Poll	0	0	0
Total	1	2	0.01

(ii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: The Ordinary Resolution No. 6 as mentioned above is passed by Requisite Majority.

The register, all other papers and relevant records relating to electronic voting and Poll shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT – 13.

Thanking You,
Yours Faithfully,



Nagendra D Rao
Practising Company Secretary