



PRESTIGE ESTATES PROJECTS LIMITED

Regd Off: The Falcon House, No. 1, Main Guard Cross Road, Bangalore – 560 001

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting (AGM) of the Members of Prestige Estates Projects Limited will be held on Thursday, September 6, 2012 at Vivanta by Taj, 41/3, M. G. Road, Bangalore-560001 at 4.00 p.m. to transact the following Business:

ORDINARY BUSINESS:

- 1] To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March 2012 and the Profit and Loss Account for the year ended on that date, together with the Report of Board of Directors and Auditors thereon.
- 2] To declare first and final dividend on Equity Shares for the year ended on 31 March 2012.
- 3] To appoint a Director in place of Mr. Noor Ahmed Jaffer, Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 4] To appoint a Director in place of Dr. Pangal Ranganath Nayak, Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 5] To appoint Statutory Auditors of the Company and to fix their Remuneration. M/s. Deloitte Haskins & Sells, Chartered Accountants, Bangalore, the present Statutory Auditors, retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

SPECIAL BUSINESS:

- 6] To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 314 of the Companies Act, 1956 read with Director’s Relatives (Office or Place of Profit) Rules and other applicable provisions, if any, and the rules and regulations thereunder, including any statutory modification or re-enactment thereof, the consent of the Members of the Company be and is hereby accorded for the appointment of Ms. Sana Rezwan, daughter of Mr. Rezwan Razack, Joint Managing Director, to hold and continue to hold an Office or Place of Profit as Executive Director - Retail (or any other designation and roles which the Board / Committee of the Board may decide from time to time) of the Company at a monthly remuneration of Rs. 25,000/- which will remain in force until a fresh resolution is passed, revising the remuneration.

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 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
For PRESTIGE ESTATES PROJECTS LIMITED

Date: May 28, 2012
Place : Bangalore

LALITHA KINI
COMPANY SECRETARY

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. Proxies in order to be effective an instrument of appointment of proxy must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Limited Companies, Societies etc, must be supported by appropriate resolution as applicable. A proxy form is enclosed for this purpose.
2. Explanatory statement in pursuance of Section 173(2) of the Companies Act, 1956 is annexed to the notice. As per Clause 49 of Listing Agreement, the relevant details of persons seeking appointment/ re-appointment as Directors are annexed herewith.
3. Register of members and Share Transfer books of the Company will remain closed from September 3, 2012 to September 6, 2012 (both days inclusive) for the purpose of payment of dividend.
4. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the AGM.
5. Dividend on Equity Shares, if declared at the meeting, shall be paid on September 14, 2012 to the shareholders whose names appear on the Register of Members of the Company on September 1, 2012. In case of shares held in dematerialized form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the Depositories for the said purpose.
6. Members are requested to visit the website of the Company viz www.prestigeconstructions.com for viewing the quarterly and annual financial results and for more information on the Company. The Annual Report of 2011-12 circulated to the members is also available on the website.
7. For any investor-related queries, communication may be sent by e-mail to the Company, at investors@prestigeconstructions.com.
8. 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-13, Pannalal Silk Mills Compound
L. B. S. Marg, Bhandup (West)
Mumbai - 400 078, Maharashtra, India
Tel. no: +91-22-25963838
Fax no: +91-22-25946821
E-mail- rnt.helpdesk@linkintime.co.in
9. Members who have not yet encashed their dividend warrant(s) for the financial year 2010-11, are requested to make their claims without any delay to Link Intime / company.
10. For effecting changes in 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.
11. 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.

12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/ updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Registrar & Share Transfer Agent.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956:

ITEM NO. 6 :

The Board of Directors vide their meeting held on February 1, 2012, subject to the approval of Members, appointed Ms. Sana Rezwan, as Executive Director – Retail due to her immense knowledge and expertise in the field. Ms. Sana Rezwan is daughter of Mr. Rezwan Razack, Joint Managing Director of the Company.

As per Section 314 of the Companies Act, 1956, the person holding an office or place of profit in a Company carrying total remuneration exceeding Rs.10,000 but not more than Rs.2,50,000 per month shall require the approval of Members by way of Special Resolution. The Board recommends the appointment of Ms. Sana Rezwan as Executive Director – Retail of the Company with effect from February 1, 2012 at a remuneration of Rs.25,000 per month.

None of the Directors is interested or concerned in the resolution except Mr. Rezwan Razack.

By order of the Board
For PRESTIGE ESTATES PROJECTS LIMITED

Date : May 28, 2012

Place : Bangalore

LALITHA KINI
COMPANY SECRETARY

Details of the Directors seeking appointment/re-appointment in Fifteenth Annual General Meeting pursuant to Clause 49 of Listing Agreement of Stock Exchanges:

Name of Director	Mr. Noor Ahmed Jaffer	Dr. Pangal Ranganath Nayak
Date of Birth	12/11/1949	25/10/1957
Relationships with other Directors inter-se	None	None
Date of appointment	24/11/2009	24/11/2009
Expertise in specific functional areas	Operations	Operations
Qualification	Graduate	Post Graduate
No. of Equity Shares held in the Company	NIL	NIL
List of other companies in which Directorships are held*	<ul style="list-style-type: none"> • Paper Packaging Private Limited • Accupak Private Limited • Shimoga Infrastructure Private Limited 	<ul style="list-style-type: none"> • Lotus Clinical Research Academy Private Limited • Norwich Clinical Services Private Limited
List of committees of the Board of Directors (across all companies) in which Chairmanship/ Membership is held	None	None

* Directorship held by Directors mentioned above, as per latest disclosure received from them and it does not include Directorship of Foreign Companies, and Section 25 Companies.



PRESTIGE ESTATES PROJECTS LIMITED

Regd Office: The Falcon House, No. 1, Main Guard Cross Road, Bangalore - 560001

ATTENDANCE SLIP

15th Annual General Meeting – Thursday, September 6, 2012

Name & Address of shareholder	DP Client Id No./ Folio No.	No. of Shares held

I hereby record my presence at the 15th Annual General Meeting of the Company on Thursday, September 6, 2012 at 4.00 p.m. at Vivanta by Taj, 41/3, M. G. Road, Bangalore-560001.

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 _____

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FORM OF PROXY

15th Annual General Meeting – Thursday, September 6, 2012

DP Client Id No./ Folio No.																			
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I/We _____ of _____ resident of _____ being a member(s) of above named Company hereby appoint _____ of _____ resident of _____ failing him/her _____ of _____ resident of _____ as my/our proxy to vote for me/us on my/our behalf at the 15th Annual General Meeting of the Company to be held on Thursday, September 6, 2012 at 4.00 p.m. at Vivanta by Taj, 41/3, M. G. Road, Bangalore-560001 and at any adjournment thereof.

Signed this _____ Day of _____ 2012
Affix Revenue stamp

Signature of the Shareholder _____

NOTE: The proxy in order to be effective should be duly stamped, completed & signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.