



PRESTIGE ESTATES PROJECTS LIMITED
Regd off: The Falcon House, No. 1, Main Guard Cross Road,
Bengaluru – 560 001
CIN: L07010KA1997PLC022322

NOTICE

NOTICE is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of the members of Prestige Estates Projects Limited, will be held at 4:00 pm on Friday, 23rd September 2016, at Orchid Hall, The Oberoi Hotel, 37-39, MG Road, Bengaluru – 560001 to transact the following items of business:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March 2016, together with the Board's Report and Report of Auditors thereon.
2. To confirm the payment of Interim Dividend at ₹ 1.2 per equity share for the financial year 2015-16.
3. To appoint a Director in place of Mr. Noaman Razack, Director, (DIN: 00189329) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in furtherance to the resolution passed in the Seventeenth Annual General Meeting held on 25th September 2014 appointing Deloitte Haskins & Sells, Chartered Accountants, Bengaluru (Firm Registration No 008072S) as the Statutory Auditors to hold office from the conclusion of the Seventeenth Annual General Meeting until the conclusion of the Twentieth Annual General Meeting and in terms of the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, the members of the Company be and hereby ratify their appointment as the Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Twentieth Annual General Meeting at such remuneration plus service tax, out of pocket, travelling expenses etc as may be recommended by the Audit Committee of the Board of Directors and finalized by the Board of Directors in consultation with the Statutory Auditors."

Special Business:

5. **Increase in Investment Limits u/s 186 of Companies Act 2013:**

To consider and if thought fit, to pass following resolution(s) as Special Resolution(s) with or without modification(s):

"RESOLVED THAT in supersession of previous resolutions and pursuant to the provisions of Section 186 read with Companies (Meetings of Board and its Powers) Rules 2014 and all other

applicable provisions, if any, of the Companies Act, 2013, consent of the Shareholders be and are hereby accorded to the Company, to make investments and acquire by way of subscription, purchase or otherwise, shares or securities of any other body corporate upto an overall limit of ₹ 4000 crores outstanding at any time notwithstanding that such investments may be in excess of the limits prescribed under Section 186 of the Companies Act.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

6. **Payment of remuneration to the Cost Auditor for the Financial Year 2016-17.**

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

"RESOLVED THAT pursuant to Section 148 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 ₹ 200000/- (Rupees Two Lakhs Only) plus service tax, out of pocket, travelling expenses if any, payable to P. Dwibedy & Co, who were appointed as Cost Auditor of the Company for the FY 2016-17 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."

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

Place: Bengaluru
Date: 11th August 2016

Sd/-
M. Sridhar
Company Secretary & Compliance Officer

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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. 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. 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 102 of the Companies Act, 2013 is annexed to the notice. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of person seeking re-appointment as Director is annexed herewith.
3. Register of members and Share Transfer books of the Company will remain closed from Tuesday, 20th September 2016 to Friday, 23rd September 2016 (both days inclusive) for the purpose of Annual General Meeting.
4. The Register of Directors' shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. The Company has paid interim dividend of ₹ 1.2 per equity share (12 %) on the equity shares of the Company pertaining to the FY 15-16 vide resolution passed by the Board on 19th March 2016. Your Directors have not recommended final dividend on the equity shares of the Company for the FY 2015-16. Hence, the Interim Dividend of ₹ 1.2 per equity share (12 %) represents the Dividend pertaining to the FY 2015-16
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 FY 2015-16 circulated to the members is also available on the website of the Company www.prestigeconstructions.com.
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/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.
10. The Notice of the AGM along with the Annual Report of FY 2015-16 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 are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Link Intime/Depositories.
12. 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.
13. In compliance with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Company has provided e-voting facility to all shareholders of the Company. 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.
14. 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.
15. 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 exceeding 3 (Three) working days 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 Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL within 2 (Two) days of passing of the Resolution at the Annual General Meeting of the Company.
16. The Instructions for e-voting are annexed to this Notice.

17. 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 SH13. Members holding shares in electronic form may submit the same to their respective depository participant (DP).
18. To prevent fraudulent transactions, 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 holdings should be obtained from the concerned DP and holdings should be verified.

19. 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

Place: Bengaluru
Date: 11th August 2016

Sd/-
M. Sridhar
Company Secretary & Compliance Officer

Details of the Director seeking appointment/ re-appointment in Nineteenth Annual General Meeting

Name	Mr. Noaman Razack
Date of Birth	14/12/1957
Date of Appointment	31/01/2011
Qualifications	Bachelor of Commerce
Expertise in specific functional areas	Expertise in Retail activities
Relationship with other Directors Inter Se	Youngest brother of Mr. Irfan Razack, Chairman and Managing Director and Mr. Rezwan Razack, Joint Managing Director.
Directorships held in other companies (excluding foreign companies and Section 8 companies)	I C B I (India) Pvt Ltd Prestige Golf Resorts Pvt Ltd Prestige Construction Ventures Pvt Ltd Prestige Shantiniketan Leisures Pvt Ltd Dollars Hotel and Resorts Pvt Ltd Prestige Garden Resorts Pvt Ltd Prestige Amusements Pvt Ltd
Memberships/ Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee).	None
Number of shares held in the Company	6,56,25,000 (17.50%)

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 Mr. Noaman Razack, 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 11th August 2016 and shall be taken as forming part of the Notice.

Item No.5: Increase in Investment Limits u/s 186 of the Companies Act 2013.

The Company has made investments, provided loans and advances and also given guarantees/securities in connection with loans to Subsidiaries, Joint Ventures and other bodies corporate.

Since the Company is engaged in business of providing infrastructural facilities, the provisions of Section 186 does not apply with respect to providing loans and advances and giving guarantees/securities to other persons or bodies corporate. However, the exemption does not cover investments in other bodies corporate.

In the above circumstance, approval of the shareholders are solicited for making investments in other bodies corporate exceeding 60% of the paid up share capital, free reserves and securities premium account or 100% of free reserves of the Company, whichever is more, upto an overall limit of ₹ 4,000 Crores.

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 resolution.

Item No. 6: Payment of remuneration to the Cost Auditor for the Financial Year 2016-17.

A proposal for appointment of Cost Auditor for FY 2016-17 was recommended by the Audit Committee of the Board with a remuneration of ₹ 2,00,000/- per Annum (Rupees Two Lakhs only) plus

taxes, out of pocket expenses, etc. The Board approved the appointment of P. Dwibedy & Co, Cost Auditor as the Cost Auditor of the Company for the FY 2016-17, with the above remuneration as recommended by the Audit Committee.

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 Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March 2017

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.

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

Sd/-

M. Sridhar

Place: Bengaluru

Date: 11th August 2016 Company Secretary & Compliance Officer

The instructions for members for voting electronically are as under:

- i) The voting period begins on Tuesday, 20th September 2016 at 9.00 am and ends on Thursday, 22nd September 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of 16th September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Log on to the e-voting website www.evotingindia.com
- iii) Click on "Shareholders" tab
- iv) 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
- v) Next enter the Image Verification as displayed and Click on Login
- vi) 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

vii) If you are a first time use, follow step below.

For members holding shares in Demat Form and Physical Form	
PAN *	<p>Enter your 10 digit alpha numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of your name and the last 8 digits of the Demat Account/ Folio Number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. <p>Eg. If your name is Rakesh Kumar with Folio number 200 then enter RA00000200 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the Company, Prestige Estates Projects Limited, on which you choose to vote.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non – Individual Shareholders and Custodians
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user login who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xx) 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.



PRESTIGE ESTATES PROJECTS LIMITED

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

CIN: L07010KA1997PLC022322

ATTENDANCE SLIP

19th Annual General Meeting – Friday, 23rd September 2016

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

I hereby record my presence at the 19th Annual General Meeting of the Company held on Friday, 23rd September 2016, at Orchid Hall, The Oberoi Hotel, 37-39, MG Road, Bengaluru – 560001 at 4:00 pm.

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 SEQUENCE NUMBER (EVSN)	USER ID	PASSWORD

Note: Please read the instructions given in the Notes to the Notice of Nineteenth Annual General Meeting to be held on 23rd September 2016. The E-Voting Period starts 20th September 2016 and ends on 22nd September 2016. The E-Voting module shall be disabled by CDSL for voting thereafter.



PRESTIGE ESTATES PROJECTS LIMITED

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

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. NameAddress

.....

Email ID..... Signature

or failing him

2. NameAddress

.....

Email ID..... Signature.....

or failing him

3. NameAddress

.....

Email ID..... Signature.....

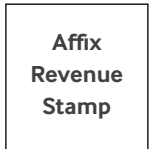


As my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the Nineteenth Annual General Meeting of the Company to be held on **Friday, 23rd September 2016, at Orchid Hall, The Oberoi Hotel, 37-39, MG Road, Bengaluru – 560001 at 4:00 pm** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No:	Brief Description of Resolutions
Ordinary Business	
1	Adoption of Financial Statements and Reports thereof for the financial year 2015-16.
2	Confirm the payment of interim dividend
3	Reappointment of Mr. Noaman Razack, Director (Din No 00189329) , Director retiring by rotation.
4	Ratify appointment of Statutory Auditors of the Company and to fix their remuneration
Special Business	
5	Increase of Investment Limits u/s 186 of the Companies Act, 2013.
6	Payment of remuneration to Cost Auditor for the financial year 2016-17

Signed this day of 2016.

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.

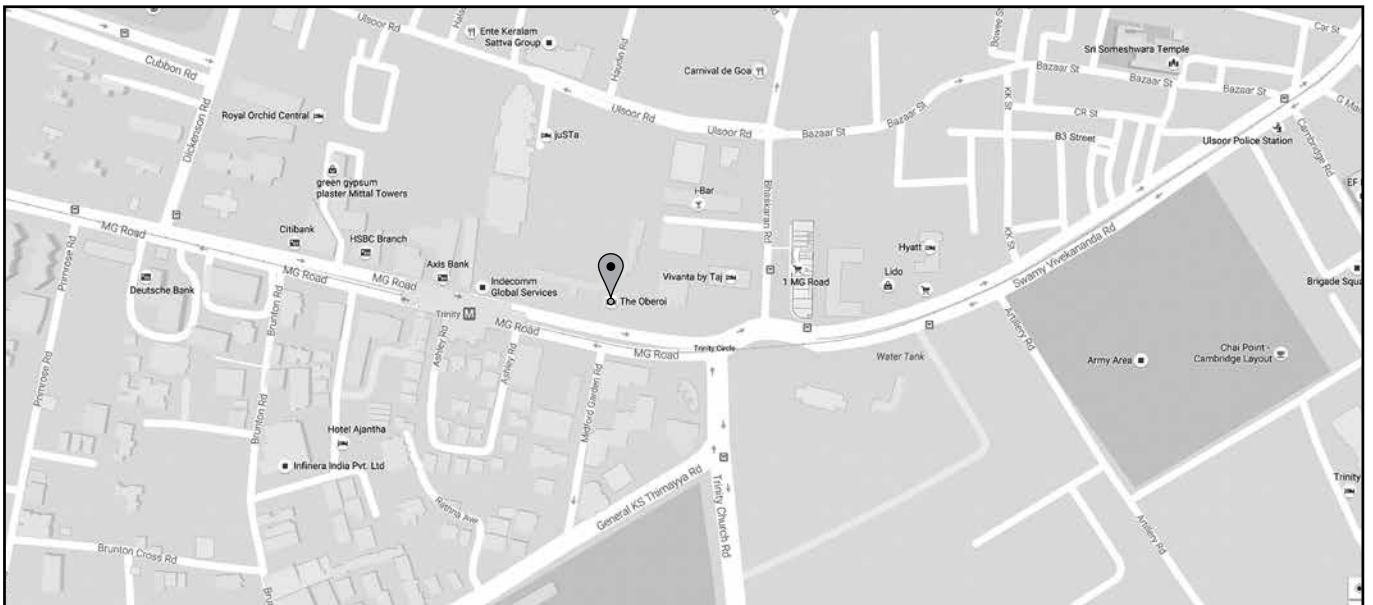


PRESTIGE ESTATES PROJECTS LIMITED

ROUTE MAP - AGM VENUE

Orchid Hall, The Oberoi Hotel, 37-39, MG Road,
Bengaluru – 560001

ROUTE MAP



 The Oberoi Hotel

