



Date: June 27, 2024

To,

The General Manager Dept. of Corporate Services National Stock Exchange of India Limited Bandra Kurla Complex Bandra (E) Mumbai-400051 NSE Scrip code: PRESTIGE	The Manager Dept. of Corporate Services BSE Limited Floor 25, P J Towers Dalal Street Mumbai - 400 001 BSE Scrip code: 533274
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Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice seeking approval of the members of the Company, by way of remote e-voting process ("E-Voting") for the following special resolutions:

1. Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding 5,000 crores.
2. To re-appoint Ms. Neelam Chhiber (DIN: 00838007) as Non-Executive Independent Director of the Company

Postal Ballot notice is being sent only through electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners, as on Friday, June 21, 2024 ("Cut-off Date").

The E-Voting period shall commence on Friday, June 28, 2024, at 9:00 A.M (IST) and ends on Saturday, July 27, 2024, at 5:00 P.M (IST) (both days inclusive). The Company has availed the remote e-voting services provided by Central Depository Services (India) Limited ("CDSL") for the Postal Ballot

The notice of the Postal Ballot is also made available on the Company's website at www.prestigeconstructions.com.

This is for your information and records.

Thanking you.

Yours faithfully,
For **Prestige Estates Projects Limited**

Manoj Krishna J V
Company Secretary and Compliance Officer

Prestige Estates Projects Limited, Prestige Falcon Towers, No 19 Brunton Road, Bangalore - 560 025.
Phone : +91 80 25591080 Fax : +91 80 25591945 E-mail : investors@prestigeconstructions.com
www.prestigeconstructions.com CIN : L07010KA1997PLC022322



PRESTIGE ESTATES PROJECTS LIMITED
REGISTERED OFFICE: PRESTIGE FALCON TOWER, NO.19, BRUNTON ROAD,
BANGALORE – 560025
CIN: L07010KA1997PLC022322
Email: investors@prestigeconstructions.com Website: www.prestigeconstructions.com

POSTAL BALLOT NOTICE

Pursuant to section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014

To
The Members of Prestige Estates Projects Limited

NOTICE is hereby given pursuant to the provisions of Section 108 and Section 110 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), (including any statutory modification or re-enactment thereof for the time being in force) General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Secretarial Standard on General Meetings SS-2 issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by way of postal ballot only through remote e-voting (“**e-voting**”).

Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof forms part of the Postal Ballot Notice (“**Notice**”).

The Board of Directors of the Company has appointed Mr. Nagendra D Rao, Practicing Company Secretary as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-Voting facility to all its members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on Friday, June 28, 2024 from 9.00 A.M. (IST) and ends on Saturday, July 27, 2024 at 5.00 pm (IST) (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at 5.00 P.M. (IST) on July 27, 2024.

The resolution being special resolution will be declared as passed if votes cast in favour of the resolution are not less than three times the number of votes, if any, cast against the resolution so entitled and voting.

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

Place: **Bangalore**
Date: **June 21, 2024**

Manoj Krishna J V
Company Secretary

SPECIAL BUSINESS:

1. Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 5,000 crores

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the applicable provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**), and the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the relevant enabling provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the regulations for qualified institutional placement contained in Chapter VI and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), including any amendment(s), modifications(s), variation(s) or re-enactment(s) thereof, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and the uniform listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (**“Stock Exchanges”**), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (**“DPIIT”**), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018, as amended and subject to other applicable rules, regulations and guidelines issued by the Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), the Stock Exchanges where the equity shares of the Company of face value of ₹10 each (**“Equity Shares”**) are listed and / or any other competent authorities (herein referred to as **“Appropriate Authorities”**), as applicable, from time to time and to the extent applicable, and subject to such conditions, modifications, consents sanctions and approvals of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, (which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board from time to time, to exercise its powers including powers conferred by this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute

discretion, the consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of fully paid-up Equity Shares, or other Eligible Securities, defined under Regulation 171(a) of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**”) to qualified institutional buyers as defined in the SEBI ICDR Regulations, (“**QIBs**”) through a qualified institutions placement (“**QIP**”) pursuant to and in accordance with the provisions of Chapter VI of SEBI ICDR Regulations, whether or not such QIBs are Members of the Company on the basis of the preliminary placement document, placement document and/or other permissible/ requisite offer documents to any eligible person including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, at such time or times in one or more tranche or tranches, for cash, at such price or prices as the Board may deem fit, including discount of up to 5% on the floor price calculated as per Regulation 176 of the SEBI ICDR Regulations, such that the total amount to be raised through the issue of Equity Shares or other Eligible Securities or any combination thereof shall not exceed ₹5,000 crores (Rupees Five Thousand crores only), to be subscribed to in Indian and/or any foreign currency(ies) by all eligible investors, including resident or non-resident/foreign investors, (whether institutions, body corporates, trusts, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, pension funds and/or any other categories of persons or entities who are authorised to invest in Equity Shares or other Eligible Securities of the Company, as may be deemed appropriate by the Board in its absolute discretion in consultation with the book running lead managers and whether they be holders of Equity Shares of the Company or not (collectively, called the “**Investors**”), to any or all of them, jointly or severally through a placement document, on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary, including securities premium and green shoe option attached thereto, in one or more tranche or tranches, at such price or prices, at prevailing market price or at permissible discount or premium to market price in terms of applicable regulations and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion in consultation with the book running lead managers including the discretion to determine the categories of Investors, considering the prevailing market conditions and other relevant factors wherever necessary, to whom the offer, issue and allotment of Equity Shares and other Eligible Securities shall be made to the exclusion of others, in such manner and where necessary in consultation with book running lead manager(s) and/or other advisor(s) or otherwise on such terms and conditions and deciding of other terms and conditions like number of Equity Shares or other Eligible Securities to be issued and allotted, fixing of record date or book closure, if required, as the Board may in its absolute discretion decide subject to the approval from the Members.”

“RESOLVED FURTHER THAT in case of issue and allotment of Equity Shares or other Eligible Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (a) the allotment of Securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations (“**QIBs**”);
- (b) the allotment of the Equity Shares, or any combination of Securities, as may be decided by the Board, shall be completed within 365 days from the date of passing of this special resolution or such other time as may be allowed under the SEBI ICDR Regulations, Companies Act, and/or applicable and relevant laws/guidelines, from time to time;
- (c) the Securities to be created, offered, issued and allotted in terms of this resolution (including issuance of the Equity Shares pursuant to the conversion of any Securities as the case may be in accordance with the terms of the offering), shall rank *pari passu* in all respects including entitlement to dividend, with the existing Securities of the Company, as may be provided under the terms of issue and in accordance with the placement document(s);

- (d) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (e) the Securities allotted shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- (f) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of determination of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (g) the relevant date for the purpose of determination of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (h) any issue of Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.
- (i) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
- (j) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹250 crores) or five (in case the issue size is more than ₹250 crores), as applicable, or in a manner as may be prescribed from time to time under the SEBI ICDR Regulations;
- (k) no partly paid-up Equity Shares or other Securities shall be issued/allotted;
- (l) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations; and
- (m) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.”

“RESOLVED FURTHER THAT issuance of Equity Shares by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

- a) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- b) makes a rights issue of Equity Shares;
- c) consolidates its outstanding Equity Shares into a smaller number of shares;
- d) divides its outstanding Equity Shares including by way of stock split;
- e) re-classifies any of its Equity Shares into other securities of the issuer; and
- f) is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India or outside India.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Applicable Regulatory Authorities including any conditions as may be prescribed in granting such approval or permissions by such Applicable Regulatory Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares or variation of the conversion price of the Eligible Securities or period of conversion of Securities into Equity Shares during the duration of the Equity Shares and other Eligible Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto with the Applicable Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the **“Transaction Documents”**) (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the **“Ancillary Documents”**) as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds, appointment of intermediaries, open and close the period of subscription of the offering, number of Securities to be allotted in each tranche, issue price (including premium/discount on issue/conversion of the Securities, if any), rate of interest and all other terms and conditions of the Securities, authorizing director(s) or key managerial personnel for signing of declarations, file any necessary forms with the Applicable Regulatory Authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such offering.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint /engage book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such offering and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to authorise director(s) or key managerial personnel to enter into and to execute all such arrangements, agreements, memoranda, documents, etc. with such

agencies and to seek the listing of such Securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution to any director or any other senior executive of the Company and/or any Committee of the Board, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offering and settle any questions or difficulties that may arise in this regard to the offering.”

2. To re-appoint Ms. Neelam Chhiber (DIN: 00838007) as Non-Executive Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT**, in accordance with the provisions of Section 149, 152 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 Articles of Association of the Company and on 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 re-appoint Ms. Neelam Chhiber (DIN: 00838007), in the capacity of Non-Executive Independent Director of the Company with effect from August 1, 2024 in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her 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 1, 2024 to July 31, 2029 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**

**Date: June 21, 2024
Place: Bangalore**

NOTES:

1. Explanatory statement in pursuance of Section 102 and Section 110 of the Companies Act, 2013 containing all such relevant material facts is annexed herewith.
2. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of person seeking appointment/ re-appointment as Director is annexed herewith.
3. In accordance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice is being sent to the persons, 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. June 21, 2024 (“Cut-off Date”) shall only be entitled to avail the facility of remote e-voting. Members who have not registered their e-mail address are requested to follow the process provided in the Notes below to receive this Notice and login ID and password for remote e-voting.
4. In compliance with the provisions of the MCA Circulars, members can vote only through the remote e-voting. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this postal ballot. The communication of the assent or dissent of the members would only take place through the remote e-voting system. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off date will be entitled to cast their votes by e-voting.
5. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with their depository participants.
6. In terms of provisions of Section 107, 108 and 110 of the Companies Act, 2013 and MCA Circulars read with Regulation 44 of the SEBI Listing Regulations, facility to the members to exercise their votes electronically and vote on the resolution through the e-voting service facility is arranged by CDSL. The instructions for remote e-voting forms part of this Notice of Postal Ballot.
7. The voting rights of Members for remote e-voting shall be in proportion to their shares in the equity share capital of the Company as on cut-off date i.e. June 21, 2024.
8. The remote e-voting period commences on **Friday, June 28, 2024 at 9.00 A.M. (IST) and ends on Saturday, July 27, 2024 at 5.00 pm (IST).**
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Central Depository Services (India) Limited upon the expiry of the aforesaid period.
9. 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 Postal Ballot.
10. Resolutions passed by the members through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
11. The notice of Postal Ballot is also available on the website of the Company at www.prestigeconstructions.com and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.

12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on July 27, 2024, i.e., the last date specified for receipt of votes through e-voting.
13. The Board of Directors has appointed Mr. Nagendra D. Rao, Practicing 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, immediately, unblock the votes and within a period not later than 2 (two) working days from the conclusion of the remote e-voting, 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.

14. For any investor-related queries, communication may be sent by e-mail to the Company at investors@prestigeconstructions.com.
15. The Investor-related queries may also be addressed to the Registrar & Share Transfer Agent, Link Intime India Private Limited (Link Intime) at the following address: Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 Maharashtra, India Tel. no: +91-22-49186270 Fax no: +91-22-49186060 E-mail- rnt.helpdesk@linkintime.co.in
16. 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.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The voting period begins on Friday, June 28, 2024 from 9.00 A.M. (IST) and ends on Saturday, July 27, 2024 at 5.00 pm (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 21, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

During this period, members of the Company holding shares either in physical form or in dematerialized form as on the Cut-off date may cast their vote electronically.

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
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

	<p>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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Instructions for e-voting –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.
- (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 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	<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 sequence number sent by Company/RTA or contact Company/RTA.
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).

(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 resolution 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink 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 email address viz; investors@prestigeconstructions.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those member whose email/mobile no. are not registered with the Company/Depositories:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN

card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
1. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

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 or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Explanatory Statement for passing an enabling resolution pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Notice.

Item No. 1:

Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding ₹ 5,000 crores:

- (a) **Particulars of the issuance of Securities:** In view of meeting funding requirements and growth objectives of the Company and its businesses, the Board of Directors at its Meeting held on June 21, 2024, approved raising further capital of the Company for an aggregate amount not exceeding ₹5,000 crores (Rupees Five Thousand Crores only) (or its equivalent amount in foreign currency), *inter alia*, by way of issuance of equity shares of ₹10 each (“**Equity Shares**”) or other Eligible Securities, defined under Regulation 171(a) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) (“**Eligible Securities**”), through a qualified institutions placement (“**QIP**”) pursuant to Chapter VI of SEBI ICDR Regulations, and/or any combination thereof or any other method as may be permitted under applicable laws, in the course of domestic or international offerings, through issue of preliminary placement document, placement document and/or other permissible/requisite offer documents to any eligible investors (“**Offering**”). The Equity Shares are proposed to be listed on both the Stock Exchanges where the Equity Shares are listed and the allotment of Securities would be subject to regulatory approvals, if any.
- (b) **Amount of the Offering:** This special resolution enables the Board to issue Equity Shares for an aggregate amount not exceeding ₹5,000 crores (Rupees Five Thousand Crores only) or its equivalent in any foreign currency.
- (c) **Relevant Date:** The “Relevant Date” will be the date when the Board (including any Committee thereof) decides to open the Offering for subscription or any other date in accordance with applicable law.
- (d) **Object(s) of the QIP:**

The Company shall utilise the proceeds from the QIP (after adjustment of expenses related to the QIP, if any) (“**Net Proceeds**”) towards one or more of the following purposes, including repayment/prepayment of existing debt of the Company and / or its subsidiaries, associates, acquisition of land or land development rights, investment in subsidiaries, associates including for meeting the funding and loan repayment requirements of such subsidiaries, associates and meeting working capital requirements of the Company, increase of equity shareholding of the Company in certain subsidiaries or associate entities and other general corporate purpose including of the subsidiary and associate entities in such proportion as may be decided by the Board from time to time, in accordance with the applicable laws.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the QIP, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company and may result in rescheduling the proposed schedule

for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Pending utilization of the proceeds from QIP, the Company shall invest such proceeds in government securities, liquid funds, and deposits with banks and highly rated financial institutions, as may be decided by the Board of the Company.

- (e) **Basis or justification of pricing:** The issue of Equity Shares may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Offering shall not be less than the price determined in accordance with the SEBI ICDR Regulations, through either the book building mechanism (in case of a public offer) or any other prescribed formula, as the case maybe.
- (f) **Interest of promoter, directors and key managerial personnel:** If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoter, member of the Promoter, directors and key managerial personnel of the Company will not subscribe to the QIP.
- (g) **Schedule of the Offering:** The detailed terms and conditions for the offering will be determined in consultation with the advisors, book running lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Securities pursuant to the Offering shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.
- (h) **Change in control:** There would be no change in control pursuant to the said QIP.

Other material terms:

- (i) The Equity Shares issued, if any, shall rank *pari passu* in all respects with the existing Equity Shares of the Company, including entitlement to dividend, if any.
- (j) As the Offering may result in the issue of Equity Shares of the Company to investors who may or may not be Members of the Company, consent of the Members is being sought pursuant to Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The Board accordingly recommends the special resolution as set out in Item No. 1 of this Notice for your approval.
- (k) None of the Directors or the key managerial personnel of the Company and/or their relatives are concerned or interested in the said resolution, other than to the extent of their shareholding in the Company. The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are Directors or members.

Item No. 2:

To re-appoint Ms. Neelam Chhiber (DIN: 00838007) as Non-Executive Independent Director of the Company:

Ms. Neelam Chhiber (DIN: 00838007) was appointed as Non-Executive Independent Director in accordance with section 149 of the Companies Act, 2013 and the rules made thereunder, on August 1, 2019 to hold office for a period of 5 (Five) Years till July 31, 2024 not liable to retire by rotation.

The Nomination and Remuneration Committee (“Committee”) of the Board, has taken into the consideration the performance evaluation of Ms. Neelam Chhiber during her first term of 5 (Five) years and considering her extraordinary expertise, valuable insights, significant contribution and time commitment, has recommended to the Board her reappointment for a second term of 5 (Five) Years. In addition, the Committee has taken into account her diverse experience in effective implementation of ESG Practices along with strong skills in management, leadership capabilities, sustainability and vast business experience, as being essential requirements for this role. The Board considers that the continued association of Ms. Neelam Chhiber would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director.

In the opinion of the Board, she fulfils the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and she is independent of the Management. Declaration of directorship along with Independent Director Declaration is received from Ms. Neelam Chhiber, as per provisions of SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015 & the Companies Act, 2013.

Copy of the draft letter of appointment of Ms. Neelam Chhiber describing the terms & conditions of the appointment shall be available for inspection on request through sending an email to investors@prestigeconstructions.com.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee recommends the Special Resolution set out in Item No. 2, for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Ms. Neelam Chhiber.

Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Secretarial Standards – 2 on General Meetings is annexed herein.

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

Manoj Krishna J V
Company Secretary

Date: June 21, 2024
Place: Bangalore

ANNEXURE

ADDITIONAL INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN ACCORDANCE WITH THE SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS

Ms. Neelam Chhiber holds a degree in Industrial Design from the National Institute of Design, Ahmedabad. Additionally, she is an alumna of the Global Social Benefit Incubator at Santa Clara University, USA, and the Harvard Executive Program, as well as a graduate of the Art and Science of Systems Change Program at the Harvard Kennedy School.

She is the co-founder and Managing Trustee at Industree Crafts Foundation, Co-founder and Managing Director, Industree Skills Transform Private Ltd. And Co-founder Director at Mother Earth. She was also a member of All India Artisans and Craftworkers Welfare Association, Committee on Financial Literacy for Women- NITI Aayog, Governing Council of National Institute of Design (NID) - Ahmedabad, She was awarded Women Transforming India (WTI) Awards, 2021 by NITI Aayog, She Is: 75 Women in STEAM, 2021 by Red Dot Foundation and Inaugural Economic Times Social Entrepreneur of the Year in 2020.

For the past three decades, she has been working on re-generative economic transformation of India's most vulnerable women by unleashing their abilities to build and scale self-owned collective enterprises able to leverage economies of scale. A holistic eco system built on digital and financial services, enables them to use design, technical, marketing and management solutions to bridge the urban rural divide.

Ms. Neelam and her team have already impacted 500,000 lives and ensured cumulative market access of over USD 58 Mn, with a clear focus on equity, gender and climate. Their work ensures that women in communities have access to work close to their homes, becoming part of mainstream value chains with customers such as IKEA, H&M Home, FabIndia and the Future Group, in climate positive value chains.

Details of the Director seeking appointment:

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

Name	Ms. Neelam Chhiber
Date of Birth	29/10/1962
Date of Initial Appointment	01/08/2019
Qualifications	Industrial Design Graduate
Expertise in specific functional areas	<p>Possesses a strong capability to establish and expand self-owned collective enterprises, showcasing robust management and leadership qualities.</p> <p>Proficient in digital and financial services, offering valuable insights to the Board on design, technical, marketing, and management solutions.</p> <p>Extensive skills and experience in ESG implementation contributes valuable insights and ideas for effectively implementing ESG principles and practices across the residential, retail, hospitality, and office sectors of the Company.</p> <p>Capability to assist and deliver effective solutions for adapting and managing amidst evolving scenarios.</p>

Relationship with other Directors Inter Se	She 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)	Prestige Projects Private Limited and Prestige Acres Private Limited									
Listed entities in which the person also holds the directorship and the membership of Committees of the Board along with listed entities from which the person has resigned in the past three years	<p>Directorship in Listed Companies – 1 Prestige Projects Private Limited (Debt Listed Company)</p> <p>Membership in Committees of Listed Companies – 2 Prestige Projects Private Limited (Debt Listed Company) – Audit Committee & Nomination & Remuneration Committee</p> <p>Below are the Listed Companies from which Ms. Neelam Chhiber has resigned during the last 3 (Three) Financial Years:</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Name of the Listed Company</th> <th>Date of Resignation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Future Lifestyle Fashions Limited</td> <td>January 30, 2023</td> </tr> <tr> <td>2</td> <td>Future Consumer Limited</td> <td>December 30, 2023</td> </tr> </tbody> </table>	Sl. No	Name of the Listed Company	Date of Resignation	1	Future Lifestyle Fashions Limited	January 30, 2023	2	Future Consumer Limited	December 30, 2023
Sl. No	Name of the Listed Company	Date of Resignation								
1	Future Lifestyle Fashions Limited	January 30, 2023								
2	Future Consumer Limited	December 30, 2023								
Number of shares held in the company	Nil									
Remuneration	Rs, 1,00,000 (Rupees One Lakh Only) as sitting fees for every Board Meeting and Rs. 25,000 (Rupees Twenty-Five Thousand) for every Audit Committee Meeting in attendance.									
No. of Board Meetings attended	<p>During the year 2024-25, Ms. Neelam has attended 3 (Three) Board Meetings till June 21, 2024.</p> <p>During the year 2023-24, Ms. Neelam has attended 4 (Four) out of 5 (Five) Board Meetings.</p> <p>The attendance details for previous years can be referred to in the Annual Reports of the respective years at www.prestigeconstructions.com</p>									
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	Please refer to Item No.2 in the Explanatory Statement as mentioned above.									