



December 11, 2020

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

Sub: Proceedings of the Extra-Ordinary General Meeting of the Company held on December 11, 2020.

With reference to the above captioned subject and in compliance with Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform the following:

a) The Extra-ordinary General Meeting of the Members of the Company was held on Friday, December 11, 2020. The meeting commenced at 11.30 am and concluded at 12.05 pm through Video Conferencing (VC) or Other Audio Visual Means(OAVM).

b) The following Special Business was transacted at the Annual General Meeting:

Sl. No.	Nature of Resolution	Nature of Business Transacted
		Special Business
1	Special Resolution	To approve the divestment of the asset(s) / undertaking(s) / direct or indirect interest of the Company in various commercial offices (including asset and common area management business in relation to these commercial offices), under construction office assets, retail assets, hotel properties, mall management and identified maintenance businesses to BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd, BREP Asia II Indian Holding Co VII (NQ) Pte. Ltd and BREP Asia II Indian Holding Co III (NQ) Pte. Ltd, and/or their affiliates (collectively referred to as, the “Buyers”).





The facility of E-voting was provided to shareholders from Tuesday, December 8, 2020 at 9.00 a.m. to Thursday, December 10, 2020 at 5.00 p.m. pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014. Company had also conducted e-voting on the day of the meeting to enable members who could not cast their vote through remote e-voting to exercise their right.

The voting results as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the above resolutions as declared by the Chairman subsequent to receipt of Scrutinizer's report on remote e-voting and e-voting is enclosed herewith.

We also enclose the summary of proceedings as required under Regulation 30, Paragraph 13, Part-A of Schedule-III of the SEBI LODR.

Kindly take the above on record and oblige.

Thanking You

Yours faithfully,
For Prestige Estates Projects Limited,

Manoj Krishna J V
Company Secretary & Compliance Officer



Encl: As stated above



Prestige Estates Projects Limited								
Resolution Required : (Special)			1 - To approve the divestment of the asset(s) / undertaking(s) / direct or indirect interest of the Company in various commercial offices (including asset and common area management business in relation to these commercial offices), under construction office assets, retail assets, hotel properties, mall management and					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	262500000	262500000	100.0000	262500000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		262500000	100.0000	262500000	0	100.0000	0.0000
Public Institutions	E-Voting	129908870	102495060	78.8977	73588264	28906796	71.7969	28.2031
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		102495060	78.8977	73588264	28906796	71.7969	28.2031
Public Non Institutions	E-Voting	8452784	6789	0.0803	6789	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		6789	0.0803	6789	0	100.0000	0.0000
Total		400861654	365001849	91.0543	336095053	28906796	92.0804	7.9196





Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

December 11, 2020

To,
The Chairman
Prestige Estates Projects Limited,
Prestige Falcon Tower,
No.19, Brunton Road,
Bengaluru – 560 025.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting process (remote e-voting) and electronic voting (e-voting) during the Extra-ordinary General Meeting pursuant to Section 108 of the Companies Act, 2013, for the Extra-ordinary General Meeting of Prestige Estates Projects Limited held on Friday, December 11, 2020 at 11:30 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

I, Nagendra D. Rao, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Prestige Estates Projects Limited ('the Company') vide resolution dated November 11, 2020, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) and (4) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing remote e-voting and e-voting process in a fair and transparent manner for the business to be transacted at the Extra-ordinary General Meeting ('EGM') of the Shareholders of the Company held on Friday, December 11, 2020 at 11:30 a.m. through VC / OAVM.

Accordingly, the Company has made arrangement with the system provider viz, Central Depository Services (India) Limited ('CDSL') for providing a system of recording votes of the shareholders electronically through e-voting facility both for e-voting prior to the EGM ('remote e-voting') and voting at the EGM by electronic means ('e-voting').

Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the EGM Notice dated November 11th, 2020 sent to the shareholders through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the Ministry of Corporate Affairs Circular no. 14/2020, 17/2020, 20/2020 and 33/2020 dated April 8, 2020, April 13, 2020, May 5, 2020 and September 28, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India ('SEBI') Circular no. HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.



In accordance with the Notice of the EGM sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 in 'Business Standard', English Newspaper and in 'Samyukta Karnataka' Kannada Newspaper on November 20th, 2020. The remote e-voting commenced on Tuesday, December 8, 2020 at 9:00 AM and ended on Thursday, December 10th, 2020 at 5:00 PM.

The shareholders of the Company holding shares as on "cut-off" date December 4th, 2020 were entitled to vote on the resolutions as contained in the Notice of the EGM and the total shareholders of the Company as on the "cut-off" date were 28,135 (Twenty Eight Thousand One Hundred and Thirty Five).

After the conclusion of the e-voting at the EGM, the votes cast under remote e-voting and votes cast through e-voting during the EGM were unblocked in the presence of two witnesses who were not in the employment of the Company and then the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

36 (Thirty Six) only number of shareholders participated through VC / OAVM.

I now submit my Consolidated Report on the remote e voting and e-voting process conducted at the EGM of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To approve the divestment of the asset(s) / undertaking(s) / direct or indirect interest of the Company in various commercial offices (including asset and common area management business in relation to these commercial offices), under construction office assets retail assets hotel properties, mall management and identified maintenance businesses to BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd, BREP Asia II Indian Holding Co VII (NQ) Pte. Ltd and BREP Asia II Indian Holding Co III (NQ) Pte. Ltd, and/ or their affiliates (collectively referred to as, the "Buyers").

Type of Resolution – **Special Resolution**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
96	336,095,053	92.08%

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
81	28,906,796	7.92%



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	

Remarks: As the Number of votes cast in favour of the Special Resolution is 336,095,053 (Thirty Three Crore Sixty Lakhs Ninety Five Thousand and Fifty Three) (i.e., 92.08%) exceeds three times the number of votes cast against 28,906,796 (Two Crore Eighty Nine Lakhs Six Thousand Seven Hundred and Ninety Six) (i.e., 7.92%), **I report that the Special Resolution No. 1 as mentioned above is passed by requisite majority.**



A handwritten signature in black ink, appearing to be "NDR" or similar, written over the stamp.

NAGENDRA D. RAO
Practicing Company Secretary
Membership No.: FCS 5553
COP: 7731
UDIN: F005553B001466947

Place : Bengaluru

Date : December 11, 2020.



SUMMARY OF PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING

The EXTRA-ORDINARY GENERAL MEETING (“EGM”) of the Members of Prestige Estates Projects Limited (“the Company”) was held on Friday, December 11, 2020 at 11.30 A.M. through Video Conferencing.

The EGM was called, convened, held and conducted as per the provisions of the Companies Act 2013, the Rules thereunder, the Secretarial Standards, and also in line with the circulars of the Ministry of Corporate Affairs and SEBI issued in the aftermath of the COVID-19 pandemic.

No. of Members attended the meeting through VC: 36

Mr. Manoj Krishna JV, Company Secretary provided general instructions to the members regarding participation in the meeting.

Mr. Irfan Razack, Chairman and Managing Director, conducted the proceedings of the EGM through Video Conferencing. He welcomed the Members to the EGM of the Company. As the requisite quorum was present, the Chairman of the EGM called the meeting to order.

Thereafter, the Chairman invited Mr. Venkat k. Narayana, CEO to make a presentation on the item set out in notice.

Mr. Venkat then addressed the members and made a presentation to the members which covered the details of the transaction, investor and how the transactions helps the Company.

The Chairman informed the members that remote e-voting facility has been provided to all the members to cast their vote electronically on the resolution set forth in the Notice and that members who have not cast their vote on the resolutions through remote e-voting were provided the opportunity to cast their votes during the EGM through e-voting facility.

With the consent of the members, the Notice convening the meeting was taken as read.

The following items of business, as per the Notice, was transacted at the meeting:

1. To approve the divestment of the asset(s) / undertaking(s) / direct or indirect interest of the Company in various commercial offices (including asset and common area management business in relation to these commercial offices), under construction office assets, retail assets, hotel properties, mall management and identified maintenance businesses to BREP Asia II Indian Holding Co IX (NQ) Pte. Ltd, BREP Asia II Indian





Holding Co VII (NQ) Pte. Ltd and BREP Asia II Indian Holding Co III (NQ) Pte. Ltd, and/or their affiliates (collectively referred to as, the "Buyers").

The Chairman then invited the members to express their views or ask questions. Members raised questions pertaining to the proposed transaction of the Company and the chairman responded to the same.

The Board of Directors of the Company had appointed Mr. Nagendra D. Rao Practising Company Secretary, as the Scrutinizer to conduct and scrutinize the remote e-voting and e-voting at the AGM.

The Chairman further informed that the detailed Scrutinizer's Report along with the results of e-voting and poll, shall be communicated by way of an intimation to the Stock Exchanges and would also be placed on the website of the Company (<http://www.prestigeconstructions.com/>) and on the website of CDSL (<https://www.evotingindia.com/>).

The meeting concluded at 12.05 p.m.

