



September 26, 2019

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 22nd Annual General Meeting of the Company held on September 25, 2019.

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 22nd Annual General Meeting of the Members of the Company was held on Wednesday, September 25, 2019. The meeting commenced at 3.30 p.m. and concluded at 5:30 p.m. at Prestige Falcon Tower, No.19, Brunton Road, Ward No.111, Richmond Town, Bengaluru - 560025, Karnataka.
- b) The following Ordinary and Special Business were transacted at the Annual General Meeting:

Sl.No.	Nature of Resolution	Nature of Business Transacted
A		Ordinary Business
1.	Ordinary Resolution	Adoption of Audited Standalone Financial Statements and Reports thereof for the financial year 2018-19





2.	Ordinary resolution	Adoption of Audited Consolidated Financial Statements and Reports thereof for the financial year 2018-19
3.	Ordinary resolution	Declaration of Final Dividend at Rs. 1.5 per equity share for the financial year 2018-19
4.	Ordinary Resolution	Reappointment of Mr. Rezwan Razack (DIN: 00209060) Director retiring by rotation and being eligible offers himself for re-appointment
B		Special Business
5.	Ordinary Resolution	Payment of remuneration to the Cost Auditor for the Financial Year 2019-20
6.	Special resolution	Re-appointment of Mr. Irfan Razack (DIN: 00209022) as Chairman and Managing Director
7.	Special resolution	Re-appointment of Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company
8.	Special resolution	Re-appointment of Mr. Noaman Razack (DIN: 00189329) as Whole-Time Director of the Company
9.	Special resolution	Re-appointment of Mr. Biji George Koshy (DIN: 01651513) as Independent Director of the Company
10.	Special resolution	Re-appointment of Mr. Jagdeesh K Reddy (DIN: 00220785) as Independent Director of the Company
11.	Special resolution	Re-appointment of Dr. Pangal Ranganath Nayak (DIN: 01507096) as Independent Director of the Company

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12.	Special resolution	Re-appointment of Mr. Noor Ahmcd Jaffer (DIN: 00027646) as Independent Director of the Company
13.	Ordinary resolution	Appointment of Ms. Neelam Chhiber (DIN: 00838007) as Independent Director of the Company

The facility of E-voting was provided to shareholders from Saturday, September 21, 2019 at 9.00 a.m. to Tuesday, September 24, 2019 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. At the AGM, the voting on all the above resolutions was conducted through poll.

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 e-voting and poll is enclosed herewith.

Kindly take the above on record and oblige.

Thanking You

Yours faithfully,

For Prestige Estates Projects Limited,

Manoj Krishna JV
Company Secretary & Compliance Officer



Encl: As stated above



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

September 26, 2019

To,
The Chairman
Prestige Estates Projects Limited
The Falcon House,
No. 1, Main Guard Cross Road,
Bengaluru -- 560 001.

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.

I, Nagendra D Rao, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Prestige Estates Projects Limited vide resolution dated May 27, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing e-voting process in a fair and transparent manner and voting on poll conducted for business to be transacted at the 22nd Annual General Meeting of the Shareholders of the Company held on September 25, 2019 at 3.30 p.m. at Prestige Falcon Tower, No.19, Brunton Road, Ward No.111, Richmond Town, Bengaluru -- 560 025.

Accordingly, Prestige Estates Projects Limited has made arrangement with the system provider viz, Central Depository Services (India) Limited (CDSL) for providing a system of recording votes of the shareholders electronically through e-voting. Necessary Instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated May 27, 2019 and Addendum to the Notice of the Annual General Meeting dated August 1, 2019, sent to the shareholders by email to their email address and Courier to their registered address.

The shareholders of the Company holding shares as on "cut-off" date September 18, 2019 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting and the total shareholders of the Company as on the "cut-off" date were 15,910.

Pursuant to Rule 20 (4) of the Companies (Management and Administration) Rules, 2014, an advertisement dated August 31st, 2019 was published by the Company in Business Standard, English Newspaper and in Samyukta Karnataka, Kannada Newspaper on September 04th, 2019 informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on September 21, 2019 at 09.00 a.m. and ended on September 24, 2019 at 5.00 p.m.



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

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

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

The total number of Members present at the 22nd Annual General Meeting were 136 (One Hundred and Thirty-Six) only in person and Proxy detailed as under.

Sr. No.	Category of Shareholders present in person / proxy	In Numbers
1	Promoter and Promoter Group	
	a. In Person	7
	b. Proxy	0
2	Public	
	a. In Person	128
	b. Proxy	1
	Total	136

I now submit my Consolidated Report on the e-voting process and poll conducted at the 22nd Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Boards' Report and Report of Auditors' thereon.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution;

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	174	341,287,251	99.99
Poll	63	2,170	0.01
Total	237	341,289,421	100.00



(ii) Voted against the Resolution:

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

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

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

II. Resolution No. 2:- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	174	341,287,251	99.99
Poll	63	2,170	0.01
Total	237	341,289,421	100.00

(ii) Voted against the Resolution:

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



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

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

III. Resolution No. 3:- To declare a final dividend of Rs. 1.50/- per fully paid equity share for the Financial Year 2018-19.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	178	341,598,831	99.99
Poll	63	2,170	0.01
Total	241	341,601,001	100.00

(ii) Voted against the Resolution:

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

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

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



IV. Resolution No. 4:- To re-appoint Mr. Rezwan Razaack, Director, (DIN: 00209060) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	166	340,743,168	99.74
Poll	63	2,170	0.01
Total	229	340,745,338	99.75

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	12	855,663	0.25
Poll	0	0	0
Total	12	855,663	0.25

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by requisite majority.

V. Resolution No. 5:- To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2019-20.

Type of Resolution - **Ordinary Resolution**



(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	177	341,598,821	99.98
Poll	63	2,170	0.01
Total	240	341,600,991	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	1	10	0.01
Poll	0	0	0
Total	1	10	0.01

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed by requisite majority.

VI. Resolution No. 6:- To- re-appoint Mr. Irfan Razaek (DIN:00209022) as Chairman and Managing Director.

Type of Resolution –Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	151	75,355,921	98.11
Poll	63	2,170	0.01
Total	214	75,358,091	98.12

Note: 262,500,000 shares cast in favour by the Promoter and Promoter Group through e-voting has not been considered, since they are interested in the Resolution.



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	16	1,442,910	1.88
Poll	0	0	0
Total	16	1,442,910	1.88

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

Remarks: The Special Resolution No. 6 as mentioned above is passed by requisite majority.

VII. Resolution No. 7:- To re-appoint Mr. Rezwan Razaack (DIN: 00209060) as Joint Managing Director of the Company.

Type of Resolution - Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	164	78,742,984	99.54
Poll	63	2,170	0.01
Total	227	78,745,154	99.55

Note: 262,500,000 shares cast in favour by the Promoter and Promoter Group through e-voting has not been considered, since they are interested in the Resolution.

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	4	355,847	0.45
Poll	0	0	0
Total	4	355,847	0.45



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

Remarks: The Special Resolution No. 7 as mentioned above is passed by requisite majority.

VIII. Resolution No. 8:- To re-appoint Mr. Noaman Razaack (DIN: 00189329) as Whole-time Director of the Company.

Type of Resolution – Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	164	78,742,984	99.54
Poll	63	2,170	0.01
Total	227	78,745,154	99.55

Note: 262,500,000 shares cast in favour by the Promoter and Promoter Group through e-voting has not been considered, since they are interested in the Resolution.

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	4	355,847	0.45
Poll	0	0	0
Total	4	355,847	0.45

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329



Remarks: The Special Resolution No. 8 as mentioned above is passed by requisite majority.

IX. Resolution No. 9:- To re-appoint Mr. Biji George Koshy (DIN: 01651513) as an Independent Director of the Company.

Type of Resolution –Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	170	341,505,807	99.96
Poll	63	2,170	0.01
Total	233	341,507,977	99.97

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	8	93,024	0.03
Poll	0	0	0
Total	8	93,024	0.03

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

Remarks: The Special Resolution No. 9 as mentioned above is passed by requisite majority.

X. Resolution No. 10:- To re- appoint Mr. Jagdeesh K Reddy (DIN: 00220785) as an Independent Director of the Company.

Type of Resolution –Special Resolution



(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	160	340,838,734	99.77
Poll	63	2,170	0.01
Total	223	340,840,904	99.78

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	18	760,097	0.22
Poll	0	0	0
Total	18	760,097	0.22

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

Remarks: The Special Resolution No. 10 as mentioned above is passed by requisite majority.

XI. Resolution No. 11:- To re-appoint Dr. Pangal Ranganath Nayak (DIN:01507096) as an Independent Director of the Company.

Type of Resolution - **Special Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	158	338,510,075	99.09
Poll	63	2,170	0.01
Total	221	338,512,245	99.10



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	20	3,088,756	0.90
Poll	0	0	0
Total	20	3,088,756	0.90

(iii) Invalid Votes.

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Pol	4	1,329
Total	4	1,329

Remarks: The Special Resolution No. 11 as mentioned above is passed by requisite majority.

XII. Resolution No. 12:- To re-appoint Mr. Noor Ahmed Jaffer (DIN: 00027646) as an Independent Director of the Company.

Type of Resolution - Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	170	341,505,807	99.96
Poll	63	2,170	0.01
Total	233	341,507,977	99.97

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	8	93,024	0.03
Poll	0	0	0
Total	8	93,024	0.03



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

Remarks: The Special Resolution No. 12 as mentioned above is passed by requisite majority.

XIII. Resolution No. 13:- To Appoint Ms. Neelam Chhiber (DIN: 00838007) as an Independent Director of the Company.

Type of Resolution – Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	177	341,598,751	99.98
Poll	63	2,170	0.01
Total	240	341,600,921	99.99

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	1	80	0.01
Poll	0	0	0
Total	1	80	0.01

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	4	1,329
Total	4	1,329

Remarks: The Ordinary Resolution No. 13 as mentioned above is passed by requisite majority.



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

Thanking You.

Yours Faithfully,



Nagendra D Rao,
Practising Company Secretary.

UDIN: F005553A000015849.