



June 25, 2020

The General Manager
Dept. of Corporate Services
National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra (E)
Mumbai-400051

The Manager
Dept of Corporate Services
BSE Limited
Floor 25, P J Towers
Dalal Street
Mumbai - 400 001

SCRIP CODE : PRESTIGE

SCRIP CODE: 533274

Dear Sirs/Madam,

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2020 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed the annual secretarial compliance report for the year ended March 31, 2020.

This is for your information and records.

Thanking you,

For Prestige Estates Projects Limited

Manoj Krishna JV
Company Secretary & Compliance Officer

Encl: as above



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

Secretarial Compliance Report

of

Prestige Estates Projects Limited for the year ended 31st March, 2020.

I have examined:

(a) all the documents and records made available to us and explanation provided by **Prestige Estates Projects Limited** having Corporate Identification Number **L07010KA1997PLC022322** ("the listed entity").

(b) the filings/ submissions made by the listed entity to the stock exchanges.

(c) website of the listed entity.

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **[Not Applicable as the Listed Entity has not bought back any securities during the financial year under review].**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **[Not Applicable to the Listed Entity during the financial year under review].**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable as the Listed Entity has not raised any funds by issue of debentures during the financial year under review].**



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 [Not Applicable as the Listed Entity has not raised any capital by issue of Non-Convertible and Redeemable Preference shares during the financial year under review]

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 34 (1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018	Submission of Annual Report to the Stock Exchanges and publishing the same on Listed Entity's website.	The listed entity shall submit the copy of annual report to the Stock Exchanges and publish on its website before dispatching it to the shareholders. The Listed Entity has not filed Annual Report with the Stock Exchange before dispatching it to the shareholders.
2.	Regulation 13(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Submission of Statement on Investor Complaints	The listed entity shall submit the statement on Investor Complaints within 21 days from the end of each quarter. There has been a delay of 12 days in filing the statement on Investor Complaints for quarter ending March 31, 2019 with Bombay Stock Exchange Limited ("BSE"). BSE has levied a fine of Rs. 12,980/- (including GST) on the Listed Entity and it has paid the same.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details Of Violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/Remarks of the Practising Company Secretary, if any
1.	BSE	Late filing of Statement on Investor Grievance for quarter ending March 31, 2019 under Regulation 13(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	BSE have levied a fine of Rs. 12,980/- (including GST) on the Listed Entity vide e-mail dated May 08, 2019 and the same was paid by the Listed Entity on May 13, 2019.	The listed entity shall submit the statement on Investor Complaints within 21 days from the end of each quarter. However, there has been a delay of 12 days for filing the statement on Investor Grievance for quarter ending March 31, 2019 with BSE. BSE has levied a fine of Rs. 12,980/- on the Listed Entity and it has paid the same to the BSE.
2.	BSE and National Stock Exchange of India Limited ("NSE")	Regulation 34 (1)(a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018	BSE and NSE have levied a fine of Rs. 21,240/- each (including GST) on the Listed Entity vide their e-mail dated October 15, 2019 and the same was paid by the Listed Entity as under: a) BSE through NEFT on October 18, 2019 and b) NSE – Through Cheque dated October 17, 2019.	The listed entity shall submit the copy of annual report to the Stock Exchanges and publish on its website before dispatching it to the shareholders. The Listed Entity has not filed Annual Report with the Stock Exchange before dispatching it to the shareholders. BSE and NSE have levied a fine of Rs. 21,240/- each (including GST). BSE and NSE have waived the fine amount. They have refunded the fine amount to the Listed Entity with an advice to ensure utmost caution in future in order to be compliant with listing regulations and amendments thereof.



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1.	The Listed entity being one of the top 500 Listed entity shall appoint Woman Independent Director by April 1, 2019. The Listed Entity has not appointed Woman Independent Director as on April 1, 2019 and date of the report (May 27, 2019).	31 st March, 2019	The Listed Entity has appointed woman Independent Director vide Board resolution dated August 01, 2019. The Members approved the appointment of Woman Independent Director for a period of 5 years, at the Annual General Meeting held on September 25, 2019, with effect from August 01, 2019.	The Listed Entity has appointed woman Independent Director w.e.f. August 01, 2019.

I further report that, Statutory Auditors of the Listed Entity has already been appointed, the terms of appointment of its existing statutory auditor have been suitably modified to give effect to 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.



(Handwritten Signature)

Nagendra D. Rao
Practising Company Secretary
Membership No. FCS – 5553
Certificate of Practice – 7731
UDIN: F005553B000376693

No. 543/A, 7th Main, 3rd Cross,
S.L. Bhyrappa Road, Hanumanthanagar,
Bengaluru – 560 019.

Place: Bengaluru
Date: June 24, 2020