



September 21, 2024

<b>The General Manager</b> Dept. of Corporate Services National Stock Exchange of India Limited Bandra Kurla Complex Bandra (E) Mumbai-400051 SCRIP CODE: PRESTIGE	<b>The Manager</b> Dept of Corporate Services BSE Limited Floor 25, P J Towers Dalal Street Mumbai - 400 001 SCRIP CODE: 533274
--	---

Dear Sir / Madam,

**Sub: Resubmission of revised Notice of 27<sup>th</sup> Annual General Meeting of Shareholders**

This is further to our letter dated September 7, 2024 submitting the notice of the 27<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Monday, September 30, 2024 at 11:30 AM.

It has been noticed that in agenda Item No. 8 due to an inadvertent typo/ clerical error it's mentioned that the resolution will be passed as Ordinary resolution instead of Special resolution. However, the explanatory statement correctly indicates that the resolution is being passed as a Special resolution.

In view of the aforesaid, the inadvertent typo/clerical error is now rectified stating that agenda Item No. 8 will be passed as special resolution and the revised notice of Annual General Meeting is submitted herewith. This revision shall form an integral part of and should be read in conjunction with the Notice of the 27<sup>th</sup> Annual General Meeting.

We request you to kindly take the same on records.

Thanking you,  
**For Prestige Estates Projects Limited**

**Manoj Krishna J V**  
**Company Secretary & Compliance Officer**

**Enclosed: As Above**



## 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

## NOTICE

**NOTICE** is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the "Act") that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** (the "Meeting" or "AGM") of the members of Prestige Estates Projects Limited ("the Company"), is scheduled to be held on Monday, September 30, 2024 at the registered office: Prestige Falcon Tower, No. 19, Brunton Road, Bangalore – 560025 at 11:30 A.M. to transact the following items of business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Boards' Report and Report of Auditors' thereon.
- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and Report of Auditors' thereon.
- To declare a final dividend of ₹ 1.80/- per fully paid equity share for the Financial Year 2023-2024.
- To re-appoint Mr. Noaman Razack, Director, (DIN: 00189329) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

- To re-appoint Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director:**

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

**"RESOLVED THAT** pursuant to Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, and relevant rules made thereunder, and other applicable enactments, as amended from time to time, consent and approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Irfan Razack (DIN: 00209022) as Chairman and Managing

Director of the Company for a further period of five years, who has attained the age of 70 (seventy) years, liable to retire by rotation and be paid remuneration by way of salary, perquisites, allowances, performance incentive etc. as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from September 30, 2024 to September 29, 2029, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time."

**"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."

- To re-appoint Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company:**

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

**"RESOLVED THAT,** pursuant to Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, and relevant rules made thereunder, and other applicable enactments, as amended time to time, consent and approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company for a further period of five years, who will be attaining the age of 70 (seventy) years on February 10, 2025, liable to retire by rotation and be paid remuneration by way of salary, perquisites, allowances, performance incentive etc. as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from September 30, 2024 to September 29, 2029 with authority to the Board of Directors to revise the terms

and conditions of appointment and remuneration from time to time."

**"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."

**7. To re-appoint Mr. Noaman Razack (DIN: 00189329) as Whole-time Director of the Company:**

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

**"RESOLVED THAT**, pursuant to Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions, if any, and relevant rules made thereunder, and other applicable enactments, as amended from time to time consent and approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Noaman Razack (DIN: 00189329) as Whole Time Director of the Company for a further period of five years, who will be attaining the age of 70 (seventy) years on December 14, 2027, liable to retire by rotation and be paid remuneration by way of salary, perquisites, allowances, performance incentive etc. as detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice, which shall be effective from September 30, 2024 to September 29, 2029, with authority to the Board of Directors to revise the terms and conditions of appointment and remuneration from time to time."

**"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."

**8. To approve the regularization of appointment of Mr. T. Srikanth Bhagavat (DIN: 00188587) as Non-Executive Independent Director of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Section 149, 152 and 161 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 Article of Association of the Company and 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 appoint Mr. T. Srikanth Bhagavat (DIN: 00188587), who was appointed as Additional Director in the capacity of Non-Executive Independent Director with effect from July 31, 2024, in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his 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 July 31, 2024 to July 30, 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."

**9. To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2024-2025:**

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

**"RESOLVED THAT** pursuant to Section 148(3) of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration of ₹ 200,000/- (Rupees Two Hundred Thousand Only) plus applicable taxes, out of pocket, travelling expenses if any, payable to P. Dwibedy & Co, who was appointed as Cost Auditor of the Company for the Financial Year 2024-2025 by the Board of Directors of the Company, on the recommendation of the Audit Committee, be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board be and is hereby 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 in this regard to give effect to the above said resolution."

#### 10. Issue of Non-Convertible Debentures on a Private Placement basis.

*To consider and if thought fit, to pass the following Resolution(s) as Special Resolution(s):*

**"RESOLVED THAT** in accordance with the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other law for the time being in force and the provisions in the Memorandum and Articles of Association of the Company, the guidelines issued by the Securities and Exchange Board of India ("SEBI"), SEBI (Listing obligations and Disclosure Requirements), Regulations, 2015 and subject to other approvals, permissions and sanctions of the lenders of the Company, SEBI, Stock Exchanges, Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), Government of India and other concerned authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company,

the consent of the members be and is hereby accorded to offer or invite subscription for secured or unsecured redeemable non-convertible debentures in one or more series or tranches, aggregating to ₹ 20,000,000,000 (Rupees Twenty Billion only), on a private placement basis, on such terms and conditions as the Board of Directors may from time to time, determine and consider proper and beneficial to the Company."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, settle all question, difficulties or doubts that may arise in regard to the issue or allotment of such Debentures, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit."

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

**Manoj Krishna J V**  
Company Secretary  
& Compliance Officer

Place: Bengaluru  
Date: July 31, 2024

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Explanatory statement in pursuance of Section 102 of the Companies Act, 2013 is annexed to the notice.
3. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of person seeking re-appointment as Director is annexed herewith.
4. The Board of Directors of the Company at its meeting held on Tuesday, May 28, 2024 has recommended a dividend of ₹ 1.80 /- per equity share (18%) pertaining to the Financial Year 2023-24.
5. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of members w.e.f. April 1, 2020. Accordingly, the final dividend, as recommended by the Board of Directors, and if approved at the 27th AGM, shall be paid after deducting tax at source ('TDS') at the prescribed rates in accordance with the provisions of the Income Tax Act, 1961, on or before October 29, 2024:
  - a. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 23, 2024.
  - b. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on September 23, 2024.
  - c. Information relating to TDS on dividend can be referred to at <https://prestigecorporatesite.s3.amazonaws.com/investors/note-on-dividend-tax-fy-23-24.pdf>.
  - d. Application of any exemption from TDS/ lower / beneficial rate of tax is subject to submission of

the requisite & valid documents with RTA at the following link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before September 25, 2024..

- e. Shareholders have option to claim refund of excess tax deducted from their respective tax authorities in case the Company had deducted tax at source at higher rate due to non-submission / incomplete submission of documents with the RTA. No claim shall lie against the Company for such taxes deducted.
- f. If the documents submitted by the shareholder are found incomplete or ambiguous, exemption/ lower/beneficial rate of tax shall not be applied.
6. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("the Act") and Registrar of contracts and arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.
7. All documents referred to in the notice and annexures thereto along with other mandatory registers / documents are open for inspection at the registered office of the Company on normal business hours of working days upto the date of AGM.
8. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share transfer Agents or the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, as per section 124 of the Act, shall be transferred to the Investor Education and Protection Fund (IEPF). Share(s) on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable rules.
9. Members are requested to visit the website of the Company viz., [www.prestigeconstructions.com](http://www.prestigeconstructions.com) for viewing the quarterly and annual financial results and for more information on the Company. The Annual Report of FY 2023-2024 circulated to the members is also available on the website of the Company [www.prestigeconstructions.com](http://www.prestigeconstructions.com).
10. For any investor-related queries, communication may be sent by e-mail to the Company at [investors@prestigeconstructions.com](mailto:investors@prestigeconstructions.com).
11. 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](mailto:rnt.helpdesk@linkintime.co.in)

12. Members/Proxies are requested to kindly take note of the following:

- (i) Copies of Annual Report will not be distributed at the venue of the meeting;
- (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the meeting;
- (iii) In all correspondences with the Company and/or Link Intime, Folio No. or DP & Client ID no., as the case may be, must be quoted.

13. In accordance with SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, SEBI has provided relaxation from compliance with regulation 36(1)(b) of the SEBI (LODR) Regulations, 2015 and as such the Notice of AGM, Annual Report and Attendance Slip are being sent by permitted mode to those members whose e-mail address is registered with the Company or Depository Participant(s) and circulation of physical copies of the above to all the members of the above is dispensed with.

However, if any member requires physical copies of the above, may on a request in writing to [investors@prestigeconstructions.com](mailto:investors@prestigeconstructions.com), to obtain the same.

14. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with your depository participants.

15. 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.

16. In compliance with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting facility to enable the Shareholders to cast their votes electronically.

17. In terms of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company will conduct a poll on the day of meeting and members who have not cast their vote through e-voting, shall be able to exercise their right to vote in the poll.

18. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

19. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Monday, September 23, 2024.

20. A person, 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. Monday, September 23, 2024 shall only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue.

21. 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 AGM.

22. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper / e-voting (physical voting) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper/ e-voting.

23. The Board of Directors has appointed Mr. Nagendra D. Rao, Practising Company Secretary, as the Scrutiniser for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutiniser shall within a period not later than 48 hours from the conclusion of the e-voting period unblock the votes in the presence of atleast 2 (Two) witnesses not in the employment of the company and prepare a Scrutiniser's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.

The result declared along with the Scrutiniser'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.

24. The Instructions for e-voting are annexed to this Notice.
25. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in electronic form may submit the same to their respective depository participant (DP).
26. Members having any question on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries at least ten days prior to the date of AGM of the Company at its registered office or to email ID investors@prestigeconstructions.com to enable the Company to collect the relevant information.
27. Members are advised to exercise due diligence and notify the Company/RTA of any change in address or demise of any Member as soon as possible. Members are advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holdings should be verified.
28. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirement) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialised form with a depository. In view of the above inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialisation.
29. The Route Map of the venue of the Annual General Meeting forms part of this Notice and is attached to this notice.

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

Place: Bengaluru  
Date: July 31, 2024

**Manoj Krishna J V**  
Company Secretary &  
Compliance Officer

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, September 27, 2024 at 9.00 A.M. and ends on Sunday, September 29, 2024 at 5.00 P.M (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date September 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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 and joining virtual meetings 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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. 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 or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>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).</li> </ul>

- (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 resolutions 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 authorised signatory who are authorised to vote, to the Scrutiniser 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](http://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](mailto: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 scrutiniser 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 authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz, [investors@prestigeconstructions.com](mailto:investors@prestigeconstructions.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser 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)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

The following Explanatory statement sets out all material facts related to the special business mentioned in the accompanying notice dated July 31, 2024 and shall be taken as forming part of the Notice.

### **Item No. 5: To re-appoint Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director:**

With more than 51 years of rich, hands-on experience in the real estate industry, Mr. Irfan Razack steers Prestige onwards with a keen business acumen and foresight, placing the highest priority on ethical business principles and practices. A visionary, a real estate icon and the inspiration behind the Company's success, he has the ability to create opportunities and the determination to ensure that his vision come to fruition. He is also the Company's principal architect, exhibiting the creativity and insight required to conceive aesthetically appealing and yet, wholly saleable real estate products.

Among the most prominent and respected businessmen in the country today, Mr. Irfan Razack's role extends beyond the Prestige Group to the larger arena of business and industry. He has served as President of the Bengaluru Commercial Association (BCA), and as Chairman of the Real Estate Committee of CREDAI, Karnataka for five years. He has also served as the Chairman of CREDAI (National) for a period of 2 years, completing his term in March 2017. He has been a special invitee to the southern regional council of Confederation of Indian Industries (CII), and is also a sought-after panelist for discussions on business and real estate on leading television channels.

He holds a Bachelor's Degree in Commerce from St. Joseph's College, Bengaluru and was awarded the Lifetime Achievement Award by the St. Joseph's Old Boys Association. He has also received recognition from the United Nations University International's Leadership Academy (UNU/ILA) in Jordan.

He has been our Managing Director since 1997. He is responsible for the overall management of our Company and oversees a gamut of activities from corporate strategic planning to decision making.

Mr. Irfan Razack (DIN: 00209022) was appointed as the Chairman and Managing Director in accordance with Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions on September 30, 2019 to hold office for a term of 5 (five) years till September 29, 2024.

As per section 196 read with Schedule V of the Companies Act, 2013, every Company is required to appoint the Chairman & Managing Director for a period of not more than 5 (five) years and every Company shall continue the appointment of a Managing Director who is attaining the

age of 70 (seventy) years subject to passing of a special resolution approving the same. Mr. Irfan Razack has attained the age of 70 (seventy) on October 30, 2023. The Company has experienced significant growth under his leadership, and it would be beneficial for the company if he continues to lead even beyond this milestone age. Further, in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director shall be subject to the approval of the shareholders in a general meeting atleast once in 5 (five) years.

The Board of Directors of the Company, in their meeting on July 31, 2024, has approved the re-appointment of Mr. Irfan Razack (DIN: 00209022) as the Chairman and Managing Director for a term of five years, effective from September 30, 2024 to September 29, 2029. This decision is based on the recommendation of the Nomination and Remuneration Committee ('NRC') and is subject to the approval of the members of the Company, in accordance with the provisions of Section 196 of the Act and applicable rules.

The Company has been notified in writing by a Member under Section 160 of the Act, proposing the candidacy of Mr. Irfan Razack to be re-appointed as the Chairman & Managing Director of the Company, under the provisions of Section 196 of the Act. The Company has received necessary disclosures from Mr. Irfan Razack for his re-appointment as the Chairman and Managing Director of the Company and he meets all the requirements outlined in Part-I of Schedule V to the Act, as well as the conditions specified in Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In view of the contributions made by Mr. Irfan Razack, the proposal to continue the appointment of Mr. Irfan Razack as Chairman and Managing Director of the Company has been approved by the Board of Directors on the following terms and conditions and as per Section 197 of the Companies Act, 2013.

Remuneration not exceeding ₹ 6,000,000/- per month (Rupees Six Million Only), which may be categorised under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below). Further, the remuneration may be paid either on monthly basis or on quarterly, half-yearly, annual or such other intervals, and either proportionately for the period covered at the time of payment or not, and either partly as monthly remuneration and partly as lump sum or ex-gratia payment.

### **Contribution**

- Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund.
- Gratuity- Gratuity allowance payable as per the gratuity act.

- Leave Encashment: Encashment of leave at the end of the tenure.

#### **Perquisites**

- Telephone- Entitled for a mobile phone and also a landline connection.
- Car and/ or Car Lease Allowance- Entitled to use any car from the pool of cars owned or taken on lease by the company.
- Petrol- Entitled for fuel on actuals for the company owned cars or taken on lease by the company.

#### **Other allowance:**

- Medical and /or Life insurance- As may be provided by the Company of equivalent status to any key executive.
- Leave Travel Allowance- For self and family once in a year as claimed.
- City Compensatory Allowance
- Will be given Rent Free Accommodation/ HRA
- Additional payment by way of Bonus or exgratia or payment in any other manner: 2% of the net profit as commission in addition to the salary, if the same is within limits specified in the Companies Act 2013.

#### **Salary in the event of inadequacy of profit**

- In the event of loss or inadequacy of profit, in any financial year, he shall be entitled to receive a total remuneration including perquisites etc; not exceeding the ceiling limits as per the Companies Act 2013 and the rules made thereon.

Your Directors recommend the resolutions as set out at Item No. 5 of this Notice for your approval.

Mr. Irfan Razack, Mr. Rezwan Razack, Mr. Noaman Razack and Ms. Uzma Irfan are interested in the resolution. None of the other Directors and Key Managerial personnels or their relatives are interested or concerned in the resolution.

Details as per Regulation 36(3) of SEBI (listing Obligations & Disclosure Requirements), 2015 are provided in Annexure I.

#### **Item No. 6: To re-appoint Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company:**

As the Co-Founder of Prestige Estates Projects Limited, Mr. Rezwan brings in over four decades of experience in the business of property development. Mr. Rezwan is the Joint Managing Director of the Prestige Estates, where he has played a pivotal role in taking the Company to its present level. Mr. Rezwan entered his family's retail business in 1975 and diversified into property development in 1985. Mr. Rezwan's pleasant demeanour and affable nature has been an asset for the Group's team building efforts.

He handles all construction and engineering activities of the Prestige Group, where he has built a highly motivated team. His excellent people skills have created an environment where team members can execute assignments with confidence and effectiveness.

Mr. Rezwan Razack (DIN: 00209060) was appointed as the Joint Managing Director, liable to retire by rotation, in accordance with Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions on September 30, 2019, to hold office till September 29, 2024 for a period of 5 (five) years.

As per section 196 read with schedule V of the Companies Act, 2013, every Company is required to appoint the Managing Director for a period of not more than 5 (five) years, Mr. Rezwan Razack's appointment to hold office as the Joint Managing Director is expiring on September 29, 2024 and every Company shall continue the appointment of a Managing Director who is attaining the age of 70 (seventy) years subject to passing of a special resolution approving the same. Mr. Rezwan Razack will attain the age of 70 (seventy) on February 10, 2025. The Company has experienced significant growth under his leadership, and it would be beneficial for the company if he continues to lead even beyond this milestone age. Further, in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director shall be subject to the approval of the shareholders in a general meeting atleast once in 5 (five) years.

The Board of Directors of the Company, in their meeting on July 31, 2024, has approved the re-appointment of Mr. Rezwan Razack (DIN: 00209060) as the Joint Managing Director for a term of five years, effective from September 30, 2024 to September 29, 2029. This decision is based on the recommendation of the Nomination and Remuneration Committee ('NRC') and is subject to the approval of the members of the Company, in accordance with the provisions of Section 196 of the Act and applicable rules.

The Company has been notified in writing by a Member under Section 160 of the Act, proposing the candidacy of Mr. Rezwan Razack has been proposed to be appointed as the Joint Managing Director of the Company, under the provisions of Section 196 of the Act. The Company has received necessary disclosures from Mr. Rezwan Razack for his re-appointment as the Joint Managing Director of the Company and meets all the requirements outlined in Part-I of Schedule V to the Act, as well as the conditions specified in Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In view of the contributions made by Mr. Rezwan Razack, the proposal to continue the appointment of Mr. Rezwan Razack as Joint Managing Director of the Company has been approved by the Board of Directors on the following terms and conditions and as per Section 197 of the Companies Act, 2013.

Remuneration not exceeding 6,000,000/- per month (Rupees Six Million only), which may be categorised under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below). Further, the remuneration may be paid either on monthly basis or

on quarterly, half-yearly, annual or such other intervals, and either proportionately for the period covered at the time of payment or not, and either partly as monthly remuneration and partly as lump sum or ex-gratia payment.

#### Contribution

- Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund.
- Gratuity- Gratuity allowance payable as per the gratuity act.
- Leave Encashment: Encashment of leave at the end of the tenure.

#### Perquisites

- Telephone- Entitled for a mobile phone and also a landline connection.
- Car and/ or Car Lease Allowance- Entitled to use any car from the pool of cars owned or taken on lease by the company.
- Petrol- Entitled for fuel on actuals for the company owned cars or taken on lease by the company.

#### Other allowance:

- Medical and /or Life insurance- As may be provided by the Company of equivalent status to any key executive.
- Leave Travel Allowance- For self and family once in a year as claimed.
- City Compensatory Allowance
- Will be given Rent Free Accommodation/ HRA
- Additional payment by way of Bonus or exgratia or payment in any other manner: 2% of the net profit as commission in addition to the salary, if the same is within limits specified in the Companies Act 2013.

#### Salary in the event of inadequacy of profit

- In the event of loss or inadequacy of profit, in any financial year, he shall be entitled to receive a total remuneration including perquisites etc; not exceeding the ceiling limits as per the Companies Act 2013 and the rules made thereon.

Your Directors recommend the resolutions as set out at Item No. 6 of this Notice for your approval.

Mr. Irfan Razack, Mr. Rezwan Razack, Mr. Noaman Razack and Ms. Uzma Irfan are interested in the resolution. None of the other Directors and Key Managerial personnels or their relatives are interested or concerned in the resolution.

Details as per Regulation 36(3) of SEBI (listing Obligations & Disclosure Requirements), 2015 are provided in Annexure I.

#### Item No. 7: To re-appoint Mr. Noaman Razack (DIN: 00189329) as Whole-Time Director of the Company:

Mr. Noaman Razack's name is synonymous with the Prestige retail endeavour. As Director, Prestige Group and the youngest son of the founder, the Late Mr. Razack Sattar, he leads the activities of the Group's Retail vertical.

This comprises the worldclass mall network that Prestige creates, establishes and directs, a process he oversees in its entirety. It includes the two Prestige Forums in Bengaluru, one each in Chennai, Hyderabad. Prestige also has its credit Bengaluru's landmark luxury mall UB City.

Mr. Noaman Razack (DIN: 00189329) was appointed as the Whole-Time Director, liable to retire by rotation, in accordance with Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013, and other applicable provisions on September 30, 2019, to hold office till September 29, 2024 for a period of 5 (five) years.

As per section 196 read with schedule V of the Companies Act, 2013, every Company is required to appoint a Whole-Time Director for a period of not more than 5 (five) years, Mr. Noaman Razack's appointment to hold office as the Whole-Time Director is expiring on September 29, 2024 and every Company shall continue the appointment of a Whole-Time Director who is attaining the age of 70 (seventy) years subject to passing of a special resolution approving the same. Mr. Noaman Razack will attain the age of 70 (seventy) on December 14, 2027. The Company has experienced significant growth under his leadership, and it would be beneficial for the company if he continues to lead even beyond this milestone age. Further, in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director shall be subject to the approval of the shareholders in a general meeting atleast once in 5 (five) years and in accordance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director shall be subject to the approval of the shareholders in a general meeting atleast once in 5 (five) years.

The Board of Directors of the Company, in their meeting on July 31, 2024, has approved the re-appointment of Mr. Noaman Razack (DIN: 00189329) as the Whole-Time Director for a term of five years, effective from September 30, 2024 to September 29, 2029. This decision is based on the recommendation of the Nomination and Remuneration Committee ('NRC') and is subject to the approval of the members of the Company, in accordance with the provisions of Section 196 of the Act and applicable rules.

The Company has been notified in writing by a Member under Section 160 of the Act, proposing the candidacy of Mr. Noaman Razack has been proposed to be appointed as the Whole-Time Director of the Company, under the provisions of Section 196 of the Act. The Company has received necessary disclosures from Mr. Noaman Razack for his re-appointment as the Whole-Time Director of the Company and meets all the requirements outlined in Part-I of Schedule V to the Act, as well as the conditions specified in Section 196(3) of the Act for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

In view of the contributions made by Mr. Noaman Razack, the proposal to continue the appointment of Mr. Noaman Razack as the Whole-Time Director of the Company has been approved by the Board of Directors on the following terms and conditions and as per Section 197 of the Companies Act, 2013.

Remuneration not exceeding 2,000,000/- per month (Rupees Twenty Million only), which may be categorised under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below). Further, the remuneration may be paid either on monthly basis or on quarterly, half-yearly, annual or such other intervals, and either proportionately for the period covered at the time of payment or not, and either partly as monthly remuneration and partly as lump sum or ex-gratia payment.

#### **Contribution**

- Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund.
- Gratuity- Gratuity allowance payable as per the gratuity act.
- Leave Encashment: Encashment of leave at the end of the tenure.

#### **Perquisites**

- Telephone- Entitled for a mobile phone and also a landline connection.
- Car and/ or Car Lease Allowance- Entitled to use any car from the pool of cars owned or taken on lease by the company.
- Petrol- Entitled for fuel on actuals for the company owned cars or taken on lease by the company.

#### **Other allowance:**

- Medical and /or Life insurance- As may be provided by the Company of equivalent status to any key executive.
- Leave Travel Allowance- For self and family once in a year as claimed.
- City Compensatory Allowance
- Will be given Rent Free Accommodation/ HRA
- Additional payment by way of Bonus or exgratia or payment in any other manner: 2% of the net profit as commission in addition to the salary, if the same is within limits specified in the Companies Act 2013.

#### **Salary in the event of inadequacy of profit**

In the event of loss or inadequacy of profit, in any financial year, he shall be entitled to receive a total remuneration including perquisites etc; not exceeding the ceiling limits as per the Companies Act 2013 and the rules made thereon.

Your Directors recommend the resolutions as set out at Item No. 7 of this Notice for your approval.

Mr. Irfan Razack, Mr. Rezwan Razack, Mr. Noaman Razack and Ms. Uzma Irfan are interested in the resolution. None of

the other Directors and Key Managerial personnels or their relatives are interested or concerned in the resolution.

Details as per Regulation 36(3) of SEBI (listing Obligations & Disclosure Requirements), 2015 are provided in Annexure I.

#### **Item No. 8: To approve the regularization of appointment of Mr. T. Srikanth Bhagavat (DIN: 00188587) as Non-Executive Independent Director of the Company:**

Born on 5th January 1967 in Hyderabad, India, Mr. T Srikanth Bhagavat is Managing Director & Principal Advisor of Hexagon Capital Advisors Pvt Ltd, a company he founded in 1997 in Bangalore, India. He was among the earliest practitioners of personal financial planning and structured research in mutual funds in India. Hexagon is a SEBI Registered Investment Advisor.

Professionally qualified as a Bachelor of Engineering (Mechanical) from RV College of Engineering, Bangalore, India, and a Masters in Management Sciences from Symbiosis Institute of Business Management, Pune, India.

He has worked in the areas of Contract Management, Corporate Finance, Investment Banking and Real Estate Development. Srikanth has participated in Management Development Programs at IIM-Indore on Family Business Dynamics and Strategic Marketing at ISB, Hyderabad.

He earlier served as a member on the Corporate Laws & Taxation Committee of Federation of Karnataka Chambers of Commerce & Industry. He is actively involved with seva activities and is a part of the Sri Sathya Sai Organizations.

Mr. T Srikanth Bhagavat (DIN: 00188587) was appointed as Additional Director in the capacity of Non-Executive Independent Director in accordance with section 149 of the Companies Act, 2013 and the rules made thereunder, on July 31, 2024 to hold office for a period of 5 (Five) Years not liable to retire by rotation, subject to the approval of the shareholders.

Based on the recommendation received from the Nomination and Remuneration Committee, in view of the extensive knowledge and experience in the fields of financial planning, structured research in mutual funds, Corporate Finance, Investment Banking, Real Estate Development, Corporate and Taxation laws possessed by Mr. T Srikanth Bhagavat, the proposal to appoint Mr. T. Srikanth Bhagavat as the Non – Executive Independent Director of the Company to hold office for a period of 5 (five) years upto July 30, 2029 and the same has been approved by the Board of Directors in the meeting held on July 31, 2024. The Board considers that the association of Mr. T Srikanth Bhagavat would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and he is independent of the Management. Declaration of directorship along with Independent Director Declaration is received from

Mr. T. Srikanth Bhagavat, as per provisions of SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015 & the Companies Act, 2013.

Copy of the draft letter of appointment of Mr. T Srikanth Bhagavat describing the terms & conditions of the appointment shall be available for inspection on request through sending an email to [investors@prestigeconstructions.com](mailto:investors@prestigeconstructions.com).

The Board recommends the appointment of Mr. T Srikanth Bhagavat as Non-Executive Independent Director, not liable to retire by rotation for a term of 5 (Five) Years from July 31, 2024 to July 30, 2029. in accordance with Section 149 of the Act, subject to passing of a special resolution approved by the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the resolution except Mr. T. Srikanth Bhagavat.

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.

**Item No. 9: To ratify the Payment of remuneration to the Cost Auditor for the Financial year 2024-25:**

The proposal for appointment of P. Dwibedy & Co, Cost Auditor for FY 2024-25 was recommended by the Audit Committee to the Board on a remuneration of ₹ 200,000/- per Annum (Rupees Two Hundred Thousand only) plus applicable taxes plus out of pocket expenses, etc and the Board has approved the said proposal.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

Your Directors recommend the resolutions as set out at Item No. 9 of this Notice for your approval.

None of the Directors, and Key Managerial personnel or their relatives are interested or concerned in the resolution.

**Item No: 10: Issue of Non-Convertible Debentures on a Private Placement basis:**

The Company in order to execute various projects has to borrow money from banks and other financial institutions as a means of finance. The Board of Directors envisages a need for the funding requirements of the Company to be met with various Instruments, viz. equity, project loans, general purpose corporate loans, borrowings from Banks and financial institutions, debentures etc. A mix of these instruments would result in optimum utilisation of funds at optimum cost and help to meet the various business requirements of the Company.

The Board of Directors of the Company are contemplating the feasibility of borrowing money through the issue of non-convertible debentures ₹ 20,000,000,000 (Rupees Twenty Billion only), subject to the approval of the Members of the Company by passing a Special Resolution.

Pursuant to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014, issue of any non-convertible debentures on a private placement basis requires a prior approval of the members of the Company by way of a Special Resolution and such approval shall be valid for all private placements made during the year. Accordingly consent of the members is being sought to enable the Board of Directors to offer or invite subscriptions for secured or unsecured redeemable non-convertible debentures in one or more series or tranches as may be required.

Your Directors recommend the resolutions as set out at Item No. 10 of this Notice for your approval.

None of the Directors, and Key Managerial personnel or their relatives are interested or concerned in the resolution.

The Board recommends this Resolution for the approval of the members.

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

Place: Bengaluru  
Date: July 31, 2024

**Manoj Krishna J V**  
Company Secretary &  
Compliance Officer



## 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

#### Item No. 5: To- re-appoint Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director:

Name	Mr. Irfan Razack
Date of Birth, Age	October 30, 1953, 70 years
Date of Initial Appointment	June 4, 1997
Qualifications	Bachelor of Commerce
Expertise in specific functional areas	Business Strategy, Corporate Management, Leadership qualities, Construction and Engineering knowledge and expertise, Stakeholder value creation.
Brief Resume	As set out in the Explanatory statement annexed to this notice
Relationship with other Directors Inter Se	Brother of Mr. Rezwan Razack & Mr. Noaman Razack. Father of Ms. Uzma Irfan
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> <li>1. Prestige Lonavala Estates Private Limited</li> <li>2. K2K Infrastructure India Private Limited</li> <li>3. Prestige Retail Ventures Limited</li> <li>4. Prestige Builders And Developers Private Limited</li> <li>5. Prestige Falcon Mumbai Realty Private Limited</li> <li>6. Prestige Acres Private Limited</li> <li>7. Prestige Hospitality Ventures Limited</li> <li>8. Prestige Falcon Realty Ventures Private Limited</li> <li>9. Prestige Sterling Infraprojects Private Limited</li> </ol>
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 – Nil</p> <p>Membership in Committees of Listed Companies – Nil</p> <p>Listed Companies from which Mr. Irfan Razack has resigned during the last 3 (Three) Financial Years – Nil</p>
Number of shares held in the company	9,375,000 (2.3387%)
Remuneration	As provided in the Explanatory Statement
No. of Board Meetings attended	<p>During the year 2024-25, Mr. Irfan Razack has attended 4 Board Meetings till July 31, 2024.</p> <p>During the year 2023-24, Mr. Irfan Razack has attended 5 (Five) out of 5 (Five) Board Meetings.</p> <p>The attendance details for FY 2022-23, FY 2021-22, FY 2020-21, FY 2019-20 can be referred to in the Annual Reports of the respective years at <a href="http://www.prestigeconstructions.com">www.prestigeconstructions.com</a></p>

**Item No. 6: To re-appoint Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company:**

<b>Name</b>	<b>Mr. Rezwan Razack</b>
Date of Birth, Age	February 10, 1955, 69 years
Date of Initial Appointment	June 4, 1997
Qualifications	Bachelor of Commerce
Expertise in specific functional areas	Business Strategy, Corporate Management, Leadership qualities, Construction and Engineering knowledge and expertise
Brief Resume	As set out in the explanatory statement annexed to this Notice
Relationship with other Directors Inter Se	Brother of Mr. Irfan Razack & Mr. Noaman Razack
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> <li>1. Prestige Lonavala Estates Private Limited</li> <li>2. K2K Infrastructure India Private Limited</li> <li>3. Prestige Retail Ventures Limited</li> <li>4. Prestige Builders And Developers Private Limited</li> <li>5. Prestige Hospitality Ventures Limited</li> <li>6. Prestige Construction Ventures Private Limited</li> <li>7. I C B I (India) Private Limited</li> <li>8. Prestige Garden Resorts Private Limited</li> <li>9. Prestige Falcon Realty Ventures Private Limited</li> </ol>
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 – Nil</p> <p>Membership in Committees of Listed Companies – Nil</p> <p>Listed Companies from which Mr. Rezwan Razack has resigned during the last 3 (Three) Financial Years: Nil</p>
Number of shares held in the company	9,375,000 (2.3387%)
Remuneration	As provided in the Explanatory Statement
No. of Board Meetings attended	<p>During the year 2024-25, Mr. Rezwan Razack has attended 4 Board Meetings till July 31, 2024.</p> <p>During the year 2023-24, Mr. Rezwan Razack has attended 5 (Five) out of 5 (Five) Board Meetings.</p> <p>The attendance details for FY 2022-23, FY 2021-22, FY 2020-21, FY 2019-20 can be referred to in the Annual Reports of the respective years at <a href="http://www.prestigeconstructions.com">www.prestigeconstructions.com</a></p>

**Item No. 7: To re-appoint Mr. Noaman Razack (DIN: 00189329) as Whole-Time Director of the Company:**

<b>Name</b>	<b>Mr. Noaman Razack</b>
Date of Birth, Age	December 14, 1957, 66 years
Date of Initial Appointment	January 31, 2011
Qualifications	Bachelor of Commerce
Expertise in specific functional areas	Business Strategy, Corporate Management, Leadership qualities.
Brief Resume	As set out in the explanatory statement annexed to this Notice
Relationship with other Directors Inter Se	Brother of Mr. Irfan Razack & Mr. Rezwan Razack
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> <li>1. Prestige Garden Resorts Private Limited</li> <li>2. Prestige Retail Ventures Limited</li> <li>3. Prestige Builders And Developers Private Limited</li> <li>4. Dollars Hotel &amp; Resorts Private Limited</li> <li>5. Prestige Hospitality Ventures Limited</li> <li>6. Prestige Construction Ventures Private Limited</li> <li>7. I C B I (India) Private Limited</li> <li>8. Prestige Falcon Realty Ventures Private Limited</li> </ol>
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 – Nil</p> <p>Membership in Committees of Listed Companies – Nil</p> <p>Listed Companies from which Mr. Rezwan Razack has resigned during the last 3 (Three) Financial Years: Nil</p>
Number of shares held in the company	9,375,000 (2.3387%)
Remuneration	As provided in the Explanatory Statement
No. of Board Meetings attended	<p>During the year 2024-25, Mr. Noaman Razack has attended 4 Board Meetings till July 31, 2024.</p> <p>During the year 2023-24, Mr. Noaman Razack has attended 5 (Five) out of 5 (Five) Board Meetings.</p> <p>The attendance details for FY 2022-23, FY 2021-22, FY 2020-21, FY 2019-20 can be referred to in the Annual Reports of the respective years at <a href="http://www.prestigeconstructions.com">www.prestigeconstructions.com</a></p>

**Item No. 8: To approve the regularization of appointment of Mr. T. Srikanth Bhagavat (DIN: 00188587) as Non-Executive Independent Director of the Company:**

<b>Name</b>	<b>Mr. T. Srikanth Bhagavat</b>
Date of Birth, Age	January 5, 1967, 57 years
Date of Initial Appointment	July 31, 2024
Qualifications	Bachelor of Engineering, Master's in management sciences
Expertise in specific functional areas	Extensive knowledge and skills in the fields of financial planning, structured research Corporate and Taxation laws
Brief Resume	As set out in the explanatory statement annexed to this Notice
Relationship with other Directors Inter Se	Not related to any Directors of the Company
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	Nil
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	Directorship in Listed Companies – Nil
Membership in Committees of Listed Companies	Nil
Listed Companies from which Mr. T Srikanth Bhagavat has resigned during the last 3 (Three) Financial Years	Nil
Number of shares held in the company	Nil
Remuneration	₹ 1,00,000 (Rupees One Lakh Only) as sitting fees for every Board Meeting and ₹ 25,000 (Rupees Twenty-Five Thousand Only) for every Audit Committee Meeting in attendance.
No. of Board Meetings attended	Nil
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	As set out in the explanatory statement annexed to this Notice



**PRESTIGE ESTATES PROJECTS LIMITED**

REGD OFF: PRESTIGE FALCON TOWER, NO.19, BRUNTON ROAD, BANGALORE - 560025

CIN: L07010KA1997PLC022322

Email: investors@prestigeconstructions.com

Website: www.prestigeconstructions.com

**ATTENDANCE SLIP**

27th Annual General Meeting – Monday, September 30, 2024

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

I hereby record my presence at the 27th Annual General Meeting of the Company held on Monday, September 30, 2024 at Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 at 11:30 a.m.

If shareholder, please sign here	If proxy, please sign here

Shareholders/ Proxies are requested to fill up the attendance slip and hand it over at the venue. Members/ Proxies are also requested to bring their copy of Annual Report to the meeting as no copies will be distributed at the venue.

Note: No Gift/ Gift Coupons/ Refreshment Coupons will be distributed at the Meeting.

.....Please tear here.....

**ELECTRONIC VOTING PARTICULARS**

e-voting event number (EVEN)	user ID	password

Note: Please read the instructions given in the Notes to the Notice of Twenty Seventh Annual General Meeting to be held on Monday, September 30, 2024 at Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 at 11:30 a.m. The E-Voting Period starts on Friday, September 27, 2024 at 9.00 a.m. and ends on Sunday, September 29, 2024 at 5.00 p.m (both days inclusive). The E-Voting module shall be disabled by CDSL for voting thereafter.



**PRESTIGE ESTATES PROJECTS LIMITED**

Regd off: Prestige Falcon Tower, No. 19, Brunton Road, Bangalore – 560025

CIN: L07010KA1997PLC022322

Email: investors@prestigeconstructions.com

Website: www.prestigeconstructions.com

**FORM OF PROXY**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s): .....

Registered Address: .....

Email ID: .....

Folio No/ Client ID: .....

DP ID: .....

I, We, being the holder(s) of ..... Shares of Prestige Estates Projects Limited (the abovesaid Company), hereby appoint:

1. Name.....

2. Address .....

3. Email ID: .....

4. Signature .....

or failing him

5. Name.....

6. Address .....

7. Email ID: .....

8. Signature .....

or failing him

9. Name.....

10. Address .....

11. Email ID: .....

12. Signature .....

As my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the Twenty Seventh Annual General Meeting of the Company to be held on Monday, September 30, 2024 at Prestige Falcon Tower No.19, Brunton Road, Bangalore - 560025 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Brief Description of Resolutions
<b>Ordinary Business</b>	
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Boards' Report and Report of Auditors' thereon
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and Report of Auditors' thereon
3	To declare a final dividend of ₹ 1.80/- per fully paid equity share for the Financial Year 2023-2024
4	To re-appoint Mr. Noaman Razack, Director, (DIN: 00189329) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
<b>Special Business</b>	
5	To- re-appoint Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director.
6	To re-appoint Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company
7	To re-appoint Mr. Noaman Razack (DIN: 00189329) as Whole-time Director of the Company
8	To approve the regularization of appointment of Mr. T. Srikanth Bhagavat (DIN: 00188587) as Non-Executive Independent Director of the Company
9	To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2024-2025
10	Issue of Non-Convertible Debentures on a Private Placement basis

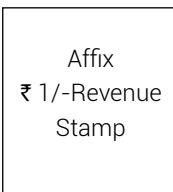
Signed this \_\_\_\_\_ (date)

Signature of Shareholder

.....

Signature of Proxy holder(s)

.....



**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

# ROUTE MAP

## Prestige Estates Projects Limited

Route Map-AGM Venue  
Prestige Falcon Tower,  
No.19, Brunton Road,  
Bangalore – 560025

