

PRESTIGE ESTATES PROJECTS LIMITED

REGD OFF: THE FALCON HOUSE, NO. 1, MAIN GUARD CROSS ROAD, BANGALORE – 560 001

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting (AGM) of the Members of Prestige Estates Projects Limited will be held on Thursday, the 5th day of September 2013 at 3.30 P.M at The Taj West End, No.23, Race Course Road, Bangalore- 560001 to transact the following Business:

ORDINARY BUSINESS:

- 1] To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at 31st March 2013 and the Profit and Loss Account for the year ended on that date, together with the Report of Board of Directors and Auditors thereon.
- 2] To declare a first and final dividend on Equity Shares for the year ended on 31st March 2013.
- 3] To appoint a Director in place of Mr. Rezwan Razack, Joint Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 4] To appoint a Director in place of Mr. Noaman Razack, Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 5] To appoint Statutory Auditors of the Company and to fix their Remuneration. M/s. Deloitte Haskins & Sells, Chartered Accountants, Bangalore, the present Statutory Auditors, retire at the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

SPECIAL BUSINESS:

- 6] To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**, with or without modifications:

“RESOLVED THAT pursuant to the provisions of Section 314 of the Companies Act, 1956 read with Director’s Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, and the rules and regulations thereunder, including any statutory modification or re-enactment thereof, the consent of the members of the company be and is hereby accorded for the increase in remuneration of Ms. Uzma Irfan, Executive Director (Corporate Communications) of the Company from Rs.25,000/- per month to Rs.2,50,000/- per month with effect from 1 April 2013, which will remain in force until a fresh resolution is passed, revising the remuneration.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized 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 consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**, with or without modifications:

“RESOLVED THAT pursuant to the provisions of Section 314 of the Companies Act, 1956 read with Director’s

Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, and the rules and regulations thereunder, including any statutory modification or re-enactment thereof, the consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Faiz Rezwan, Executive Director (Contracts & projects) of the Company from Rs.25,000/- per month to Rs.2,50,000/- per month with effect from 1 April 2013, which will remain in force until a fresh resolution is passed, revising the remuneration.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized 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 consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**, with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Section 314 of the Companies Act, 1956 read with Director’s Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, and the rules and regulations thereunder, including any statutory modification or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for the increase in remuneration of Mr. Zaid Sadiq, Executive Director (Liasoning & Hospitality) of the Company from Rs.50,000/- per month to Rs.2,50,000/- per month with effect from 1 April 2013 , which will remain in force until a fresh resolution is passed, revising the remuneration.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized 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 consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**, with or without modifications:

“**RESOLVED THAT** pursuant to the provisions of Section 314 of the Companies Act, 1956 read with Director’s Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions, if any, and the rules and regulations thereunder, including any statutory modification or re-enactment thereof the consent of the members of the Company be and is hereby accorded for the increase in remuneration of Ms. Sana Rezwan, Executive Director (Retail) of the Company from Rs.25,000/- per month to Rs.2,50,000/- per month with effect from 1 April 2013, which will remain in force until a fresh resolution is passed, revising the remuneration.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of the Directors or any Director or Company Secretary or Officer in this regard to give effect to the above said resolution.”

By order of the Board
For PRESTIGE ESTATES PROJECTS LIMITED

Date: 21 May 2013
Place : Bangalore

MEDHA GOKHALE
COMPANY SECRETARY

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. Proxies in order to be effective, an instrument of appointment of proxy must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Limited Companies, Societies etc, must be supported by appropriate resolution as applicable. A proxy form is enclosed for this purpose.
2. Explanatory statement in pursuance of Section 173(2) of the Companies Act, 1956 is annexed to the notice. As per Clause 49 of Listing Agreement, the relevant details of persons seeking appointment/ re-appointment as Directors are annexed herewith.
3. Register of members and Share Transfer books of the Company will remain closed from 2nd September 2013 to 5th September 2013 (both days inclusive) for the purpose of payment of dividend.
4. The Register of Directors' shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the AGM.
5. Dividend on Equity Shares, if declared at the meeting, shall be paid on or before 4th October 2013 to the shareholders whose names appear on the Register of Members of the Company on 2nd September 2013. In case of shares held in dematerialized form, the dividend thereon shall be paid to the beneficial owners, as per list provided by the Depositories for the said purpose.
6. Members are requested to visit the website of the Company viz www.prestigeconstructions.com for viewing the quarterly and annual financial results and for more information on the Company. The Annual Report of 2012-13 circulated to the members is also available on the website.
7. For any investor-related queries, communication may be sent by e-mail to the Company, at investors@prestigeconstructions.com.
8. 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-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai - 400 078, Maharashtra, India
Tel. no: +91-22-25963838, Fax no: +91-22-25946821. E-mail- rnt.helpdesk@linkintime.co.in
9. Members who have not yet encashed their dividend warrant(s) for the financial years 2010-11 & 2011-12 are requested to make their claims without any delay to Link Intime/ the company.
10. For effecting changes in 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.

11. 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.
12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/ updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Registrar & Share Transfer Agent.

By order of the Board
For PRESTIGE ESTATES PROJECTS LIMITED

Date: 21 May 2013
Place : Bangalore

MEDHA GOKHALE
COMPANY SECRETARY

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 6:

The Board of Directors vide their meeting held on 21st May 2013, subject to the approval of Members, increased the remuneration payable to Ms. Uzma Irfan, Executive Director (Corporate Communications) of the Company, taking into account her immense contribution towards corporate communications Department of the Company. Ms. Uzma Irfan, daughter of Mr. Irfan Razack, Chairman & Managing Director of the Company currently draws a remuneration of Rs.25,000/- per month.

As per Section 314 of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit) Rules, 2003, increase in remuneration of Ms. Uzma Irfan from Rs.25,000 per month to Rs.2,50,000 per month shall require the approval of Members by way of Special Resolution. The Board recommends the increase in remuneration with effect from 1st April 2013.

None of the Directors is interested or concerned in the resolution except Mr. Irfan Razack.

Item No. 7

The Board of Directors vide their meeting held on 21st May 2013, subject to the approval of Members, increased the remuneration payable to Mr. Faiz Rezwan, Executive Director (Contracts & projects) of the Company, taking into account his enormous involvement in the business operations of the company. Mr. Faiz Rezwan, son of Mr. Rezwan Razack, Joint Managing Director of the Company currently draws a remuneration of Rs.25,000/- per month.

As per Section 314 of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit Rules) 2003, increase in remuneration of Mr. Faiz Rezwan from Rs.25,000/- per month to Rs.2,50,000/- per month shall require the approval of Members by way of Special Resolution. The Board recommends the increase in remuneration with effect from 1st April 2013.

None of the Directors is interested or concerned in the resolution except Mr. Rezwan Razack.

Item No. 8

The Board of Directors vide their meeting held on 21st May 2013, subject to the approval of Members, increased the remuneration payable to Mr. Zaid Sadiq, Executive Director (Liasoning & Hospitality) of the Company, taking into account his promising association with the Company since years. Mr. Zaid Sadiq, son-in law of Mr. Irfan Razack, Chairman & Managing Director of the Company, currently draws a remuneration of Rs.50,000/- per month.

As per Section 314 of the Companies Act, 1956, read with Director's Relatives (Office or Place of Profit) Rules, 2003, increase in remuneration of Mr. Zaid Sadiq from Rs.50,000/- per month to Rs.2,50,000/- per month shall require the approval of Members by way of Special Resolution. The Board recommends the increase in remuneration with effect from 1st April 2013.

None of the Directors is interested or concerned in the resolution except Mr. Irfan Razack.

Item No. 9

The Board of Directors vide their meeting held on 21st May 2013, subject to the approval of Members, increased the remuneration payable to Ms. Sana Rezwan, Executive Director (Retail) of the Company, taking into account her vast contribution towards Retail operations of the Company. Ms. Sana Rezwan, daughter of Mr. Rezwan Razack, Joint Managing Director of the Company, currently draws a remuneration of Rs.25,000/- per month.

As per Section 314 of the Companies Act, 1956, read with Director's Relatives (Office or Place of Profit) Rules, 2003, increase in remuneration of Ms. Sana Rezwan from Rs.25,000/- per month to Rs.2,50,000/- per month shall require the approval of Members by way of Special Resolution. The Board recommends the increase in remuneration with effect from 1st April 2013.

None of the Directors is interested or concerned in the resolution except Mr. Rezwan Razack.

By order of the Board
For PRESTIGE ESTATES PROJECTS LIMITED

Date: 21 May 2013
Place : Bangalore

MEDHA GOKHALE
COMPANY SECRETARY

Details of the Directors seeking appointment/re-appointment in Sixteenth Annual General Meeting pursuant to Clause 49 of Listing Agreement of Stock Exchanges:

Name of Director	Rezwan Razack	Noaman Razack
Date of Birth	10/02/1955	14/12/1957
Relationship with other Directors inter-se	Brother of Mr. Irfan Razack & Mr. Noaman Razack	Brother of Mr. Irfan Razack & Mr. Rezwan Razack
Date of appointment	04/06/1997	31/01/2011
Expertise in specific functional areas	Construction and engineering activities	Retail division
Qualification	Bachelor of Commerce	Bachelor of Commerce
No. of Equity Shares held in the Company	65625000	65625000
List of other companies in which Directorships are held	<ol style="list-style-type: none"> 1. I C B I (India) Private Limited 2. Prestige Construction Ventures Private Limited 3. Prestige Fashions Private Limited 4. Prestige Garden Resorts Private Limited 5. Prestige Garden Estates Private Limited 6. West Palm Developments Private Limited 7. Prestige Amusements Private Limited 8. Dollars Constructions and Engineers Private Limited 9. Prestige Shantiniketan Leisures Private Limited 10. Prestige Golf Resorts Private Limited 11. Prestige Builders and Developers Private Limited 12. Prestige Projects Private Limited 13. Valdel Xtent Outsourcing Solutions Private Limited 14. K2K Infrastructure India Private Limited 15. Northland Holding Company Private Limited 16. CapitaLand Retail Prestige Mall Management Private Limited 17. Villaland Developers Private Limited 18. Vijaya Productions Private Limited 19. Sai Chakra Hotels Private Limited 20. Prestige Falcon Retail Ventures Private Limited 21. Dashanya Tech Parkz Private Limited 22. Dollars Hotel And Resorts Private Limited 	<ol style="list-style-type: none"> 1. I C B I (India) Private Limited 2. Prestige Construction Ventures Private Limited 3. Prestige Fashions Private Limited 4. Prestige Garden Resorts Private Limited 5. Prestige Garden Estates Private Limited 6. West Palm Developments Private Limited 7. Prestige Amusements Private Limited 8. Dollars Constructions and Engineers Private Limited 9. Prestige Shantiniketan Leisures Private Limited 10. Prestige Golf Resorts Private Limited 11. Prestige Builders and Developers Private Limited 12. Prestige Projects Private Limited 13. Valdel Xtent Outsourcing Solutions Private Limited 14. K2K Infrastructure India Private Limited 15. Northland Holding Company Private Limited 16. Villaland Developers Private Limited 17. Vijaya Productions Private Limited 18. Prestige Falcon Retail Ventures Private Limited 19. Dashanya Tech Parkz Private Limited 20. Dollars Hotel And Resorts Private Limited 21. The Bangalore Commercial Association
List of committees of the Board of Directors (across all companies) in which Chairmanship/ Membership is held	<ol style="list-style-type: none"> 1. Valdel Xtent Outsourcing Solutions Private Limited 2. Prestige Construction Ventures Private Limited 	None

Note:

Directorship held by Directors mentioned above, as per latest disclosure received from them and it does not include Directorship of Foreign Companies, and Section 25 Companies.



PRESTIGE ESTATES PROJECTS LIMITED

Regd. Office: The Falcon House, No. 1, Main Guard Cross Road, Bangalore - 560001

ATTENDANCE SLIP

16th Annual General Meeting – Thursday, 5th September 2013

Name & Address of shareholder	DP Client Id No./ Folio No.	No. of Shares held

I hereby record my presence at the 16th Annual General Meeting of the Company on Thursday, the 5th September 2013 at The Taj West End, No.23, Race Course Road, Bangalore - 560 001 at 3.30 p.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-----

PRESTIGE ESTATES PROJECTS LIMITED

Regd. Office: The Falcon House, No. 1, Main Guard Cross Road, Bangalore - 560001

FORM OF PROXY

16th Annual General Meeting – Thursday, 5th September 2013

DP Client Id No./ Folio No.

I/We.....of.....resident of
being a member(s) of
 above named Company hereby appoint.....of.....
resident of
failing him/her.....
 of.....resident of.....as my/our
 proxy to vote for me/us on my/our behalf at the 16th Annual General Meeting of the Company to be held on Thursday,
 the 5th September 2013 at The Taj West End, No.23, Bangalore-560 001 at 3.30 pm. and at any adjournment thereof.
 Signed this.....Day of....., 2013

 Signature of the shareholder

Affix Revenue stamp

NOTE: The proxy in order to be effective should be duly stamped, completed & signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.