



August 19, 2025

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

Dear Sir / Madam,

Sub: Notice of the 28th Annual General Meeting of the Company.

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice and the Explanatory Statement of the 28th Annual General Meeting of the Company scheduled to be held on Wednesday, September 10, 2025 at 11:30 AM at the Registered office of the Company i.e. Prestige Falcon Tower, No.19, Brunton Road, Bangalore - 560025.

The beneficial owners in respect of shares held in dematerialized form and members in respect of shares held in physical form as on Wednesday, September 3, 2025 are entitled to receive dividends, post approval of Shareholders at ensuing Annual General Meeting.

The Notice of the 28th Annual General Meeting of the Company is being dispatched to shareholders of the Company and is also available on the website of the Company at:

<https://prestigecorporatesite.s3.ap-south-1.amazonaws.com/investors/financial-performance/fy-2024-2025/agm--notice-24-25.pdf>

The e-voting period commences on Sunday, September 7, 2025 at 9:00 A.M. (IST) and ends on Tuesday, September 9, 2025 at 5:00 P.M. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, September 3, 2025, may cast their vote electronically.

This is for your kind information and records.

Thanking you,

Yours faithfully,

For Prestige Estates Projects Limited

Manoj Krishna J V
Company Secretary & Compliance Officer

Encl: a/a

NOTICE



PRESTIGE ESTATES PROJECTS LIMITED

REGISTERED OFFICE: PRESTIGE FALCON TOWER, NO.19, BRUNTON ROAD, BANGALORE – 560025

CIN: L07010KA1997PLC022322

Email: investors@prestigeconstructions.com

Phone: +91 80 25591080

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 EIGHTH ANNUAL GENERAL MEETING** (the "Meeting" or "AGM") of the members of Prestige Estates Projects Limited ("the Company"), is scheduled to be held on September 10, 2025 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:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 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, 2025 and Report of Auditors' thereon.
3. To declare a final dividend of ₹ 1.80/- per fully paid equity share for the Financial Year 2024-2025.
4. To re-appoint Mr. Irfan Razack, Director, (DIN: 00209022) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2025-2026:**

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 M/s. P. Dwibedy & Co, who was appointed as Cost Auditor of the Company for the Financial Year 2025-2026 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 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 in this regard to give effect to the above said resolution."

6. **To consider and approve the appointment of Secretarial Auditor of the Company.**

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 the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), Nagendra D Rao & Associates LLP, Company Secretaries (LLPIN: AAK-4698) be and are hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, commencing from FY 2025-26 to FY 2029-30 ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which

Notice (Contd.)

expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT any of the Directors or Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds, things, matters, and to execute all such documents as may be required to give effect to this Resolution.

7. 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), with or without modification(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 reenactment 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 authorized 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, utilization 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."

8. To consider and approve the revision in the remuneration of Ms. Uzma Irfan (DIN: 01216604), 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 pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded to increase the remuneration of Ms. Uzma Irfan (DIN: 01216604), Director of the Company for an amount up to ₹ 2,000,000 (Rupees Two Million Only) per month effective October 1, 2025, on the terms and conditions as set out in the explanatory statement 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 and its committee be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution."

9. Approval of remuneration of related party, Mr. Zayd Noaman, holding office or place of profit.

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 the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Zayd Noaman holding office or place of profit, as Executive Director – CMD's Office, w.e.f October 1, 2025 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding ₹ 2,000,000/- (Rupees Two Million only) per month.

Notice (Contd.)

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing."

10. Approval of remuneration of related party, Mr. Faiz Rezwan, holding office or place of profit.

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 the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the revised terms of appointment of Mr. Faiz Rezwan holding office or place of profit, as Executive Director – Contracts and Projects, w.e.f October 1, 2025 as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding ₹ 2,000,000/- (Rupees Two Million only) per month.

RESOLVED FURTHER THAT the Board of Directors and Nomination and Remuneration Committee has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing."

11. To approve Material Related Party Transaction(s) between the Company and Prestige Projects Private Limited, material subsidiary of the Company:

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 the provisions of Regulation 23(4) and 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), 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) read with relevant Rules thereof and in accordance with the Articles of Association of the Company, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation and approval of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded, on behalf of the Company to the Board of Directors (herein after referred to as the "Board" which term shall be deemed to include the Audit Committee and any other Committee which the Board may have constituted or may hereafter constitute or delegate for exercising the powers conferred on the Board by this resolution and under Section 179 of the Companies Act, 2013), to enter into any contract(s) / arrangement(s)/ agreement(s) for transactions proposed to be entered with Prestige Projects Private Limited ("PPPL"), material subsidiary of the Company, in relation with (a) issuing and/or receiving inter-corporate deposits; (b) issuing corporate guarantee/ security for securing borrowings; and (c) purchase/ sale of raw materials/goods and/ or rendering/ availing of services for an amount of up to ₹ 20,000,000,000/- (Rupees Twenty Billion Only), whether by way of a single transaction or a series of transactions taken together or otherwise on such terms and conditions as may be agreed between the Company and related parties for an aggregate amount and transactions as detailed in the explanatory statement to this resolution subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial

Notice (Contd.)

Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

12. To approve Material Related Party Transaction(s) between the Company and Prestige Falcon Mumbai Realty Private Limited, subsidiary of the Company:

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 the provisions of Regulation 23(4) and 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), 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) read with relevant Rules thereof and in accordance with the Articles of Association of the Company, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and on the recommendation and approval of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded, on behalf of the Company to the Board of Directors (herein after referred to as the "Board" which term shall be deemed to include the Audit Committee and any other Committee which the Board may have constituted or may hereafter constitute or delegate for exercising the powers conferred on the Board by this resolution and under Section 179 of the Companies Act, 2013), to enter

into any contract(s) / arrangement(s)/ agreement(s) for transactions proposed to be entered with Prestige Falcon Mumbai Realty Private Limited ("PFMRPL"), subsidiary of the Company, in relation with (a) issuing inter-corporate deposits; (b) issuing corporate guarantee/security for securing borrowings; and (c) sale of raw materials/goods and/ or rendering of services for an amount of up to ₹ 15,000,000,000/- (Rupees Fifteen Billion Only), whether by way of a single transaction or a series of transactions taken together or otherwise on such terms and conditions as may be agreed between the Company and related parties for an aggregate amount and transactions as detailed in the explanatory statement to this resolution subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Manoj Krishna J V
Company Secretary & Compliance Officer

Place: Bengaluru
Date: May 29, 2025

Notice (Contd.)

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 Thursday, May 29, 2025 has recommended a dividend of ₹ 1.80/- per equity share (18%) pertaining to the Financial Year 2024-25.
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 28th 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 9, 2025:
 - a. To all Beneficial Owners in respect of shares held in dematerialized 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 3, 2025.
 - b. To all Members in respect of shares held in physical form as of the close of business hours on September 3, 2025.
 - 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://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html> on or before September 5, 2025.
 - 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 Register 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 for viewing the quarterly and annual financial results and for more information on the Company. The Annual

Notice (Contd.)

- Report of FY 2024-2025 circulated to the members is also available on the website of the Company www.prestigeconstructions.com.
10. For any investor-related queries, communication may be sent by e-mail to the Company at investors@prestigeconstructions.com.
 11. The Investor-related queries may also be addressed to the Registrar & Share Transfer Agent, MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (MUFG Intime) at the following address:

MUFG 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@in.mpms.mufig.com
 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 MUFG Intime, Folio No. or DP & Client ID no., as the case may be, must be quoted.
 13. In line with the Circulars, an electronic copy of the Annual Report and AGM Notice is being sent to all the Members holding shares in dematerialised form and whose e-mail addresses are available with the Depository Participants ('DPs') as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/ RTA for communication purposes. A letter containing the web link and the exact path to access the complete details of the Annual Report is being sent to members who have not registered their email address with the Company, the Depository Participant(s) or Registrar and Transfer Agent. The Annual Report is also available on the Company's website <https://www.prestigeconstructions.com/our-investors/investors-downloads/financial-performance>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
 14. For effecting changes in email/address/bank details/ ECS (Electronic Clearing Service) mandate, members are requested to notify: (i) MUFG Intime, if shares are held in physical form; and (ii) their respective Depository Participant (DP), if shares are held in electronic form.
 15. 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.
 16. 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.
 17. 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.
 18. 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. Wednesday, September 3, 2025.
 19. 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. Wednesday, September 3, 2025. shall only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue.
 20. 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.
 21. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility

Notice (Contd.)

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.

22. The Board of Directors has appointed Mr. Nagendra D. Rao, Practising Company Secretary, as the Scrutinizer for conducting the e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer 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 Scrutinizer'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 Scrutinizer'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.

23. The Instructions for e-voting are annexed to this Notice.
24. 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).

25. 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.
26. 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.
27. 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 dematerialized 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 dematerialization.
28. 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**

Manoj Krishna J V
Company Secretary & Compliance Officer

Place: Bengaluru
Date: May 29, 2025

Notice (Contd.)

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Sunday, September 7, 2025 at 9.00 A.M. and ends on Tuesday, September 9, 2025 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 3, 2025 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"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting.

Notice (Contd.)

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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.
- (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.

Notice (Contd.)

- (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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mmm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • 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.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> (i.e., Prestige Estates Projects Limited) on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) 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.
- (xi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer 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 Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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.

Notice (Contd.)

- It is Mandatory that, 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 scrutinizer 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 authorized signatory who are authorized to vote, to the Scrutinizer at nagendradrao@gmail.com and to the Company at the email address viz; Investors@prestigeconstructions.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer 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 or contact at toll free no. 1800 21 09911

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 or call toll free no. 1800 21 09911.

Notice (Contd.)

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 May 29, 2025 and shall be taken as forming part of the Notice.

Item No. 5: To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2025-2026:

The proposal for appointment of M/s. P. Dwibedy & Co, Cost Auditor for FY 2025-26 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, 2026.

Your Directors recommend the resolutions as set out at Item No. 5 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. 6: To Consider and Approve the appointment of Secretarial Auditor of the Company.

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on May 29, 2025 have approved subject to approval of Members, appointment of Nagendra D Rao & Associates LLP, Peer Reviewed Firm of Company Secretaries in Practice (LLPIN: AAK-4698) as Secretarial Auditors for a term of 5(Five) consecutive years commencing from FY 2025-26 to FY 2029-30.

Nagendra D Rao & Associates LLP (LLPIN: AAK-4698), a Secretarial Audit Firm, established in the year 2010, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate

Governance & CSR, Capital markets, RBI, etc. Over the years, Nagendra D Rao & Associates LLP, has built a diverse client base. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms. The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

Nagendra D Rao & Associates LLP, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms and conditions of appointment & remuneration:

- a) Term of appointment: 5(Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.
- b) Remuneration: ₹ 550,000/- (Rupees Five Hundred and Fifty Thousand Only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Year ending March 31, 2026. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors.
- c) Basis of recommendations: The Audit Committee and the Board of Directors have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Partners in providing Secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6.

Notice (Contd.)

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 6 of the accompanying Notice for approval of Members.

Item No. 7: 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 utilization 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. 7 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. 8: To consider and approve the revision in the remuneration of Ms. Uzma Irfan (DIN: 01216604), Director of the Company

Ms. Uzma Irfan was appointed as the Director of the Company on November 11, 2014. As the Director of Corporate Communications at Prestige Group she oversees branding, marketing and corporate communications of the Group. She is also the Joint Secretary of CREDAI, National.

Based on the recommendation of the Nomination and Remuneration Committee and considering the above experience and the prevailing industry standards for managerial remuneration, the Board of Directors, in its meeting held on May 29, 2025 has recommended an increase

in the remuneration of Ms. Uzma Irfan from ₹ 1,000,000 (Rupees One Million Only) per month for an amount up to ₹ 2,000,000 (Rupees Two Million Only) per month, as detailed hereunder, effective October 1, 2025, subject to the approval of the members.

The main terms and conditions of remuneration of Ms. Uzma Irfan are as under:

Remuneration not exceeding ₹ 2,000,000/- per month (Rupees Two Million Only), which may be categorised under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below).

Contribution:

- Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund.
- Gratuity- Gratuity allowance payable as per Payment of Gratuity Act, 1972.
- 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

Salary in the event of inadequacy of profit

In the event of loss or inadequacy of profit, in any financial year, she 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.

In terms of the provisions of Section 197 of the Act and the Rules made thereunder, approval of the members is required by way of a special resolution for revision in such remuneration.

Notice (Contd.)

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

Your Directors recommend the resolutions as set out at Item No. 8 of this Notice for your approval.

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

Item No. 9: Approval of remuneration of related party, Mr. Zayd Noaman, holding office or place of profit.

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Zayd Noaman, was appointed as Executive Director – CMD's office w.e.f. August 1, 2015 in the Company. He is the son of Mr. Noaman Razack, Whole Time Director of the Company. In view of the same, the position/office held by Mr. Zayd Noaman in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, requires shareholders' approval.

Mr. Zayd Noaman has been pivotal in driving the Company's sales and marketing strategies, as well as overseeing Land Acquisition, Business Development, Corporate Finance, Investor Relations, and Strategic Investments and has drawn remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifth Thousand Only) per month in FY 2025. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their respective meetings held on 29th May, 2025 had recommended remuneration not exceeding ₹ 2,000,000/- (Rupees Two Million Only) per month, payable to Mr. Zayd Noaman w.e.f 1st October, 2025, subject to approval of the Shareholders.

The main terms and conditions of remuneration of Mr. Zayd Noaman are as under:

Remuneration not exceeding ₹ 2,000,000/- per month (Rupees Two Million Only), which maybe categorised under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below).

Contribution:

- Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund.
- Gratuity- Gratuity allowance payable as per Payment of Gratuity Act, 1972.

- 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

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

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

Item No. 10: Approval of remuneration of related party, Mr. Faiz Rezwan, holding office or place of profit.

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Faiz Rezwan, was appointed as Executive Director – Contracts and Projects w.e.f. June 1, 2005 in the Company. He is the son of Mr. Rezwan Razack, Joint Managing Director of the Company. In view of the same, the position/ office held by Mr. Faiz Rezwan in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month, requires shareholders' approval.

Mr. Faiz Rezwan oversees integral aspects of the Company, be it the contracts & procurement of all construction related supplies, all CAPEX, materials, negotiating these deals at the best prices, working very closely with the engineering and construction departments to assist in speeding up

Notice (Contd.)

the construction process, or adding quality standards to buildings by retaining design and reducing costs and has drawn remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifth Thousand Only) per month in FY 2025. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and Audit Committee at their respective meetings held on 29th May, 2025 had recommended remuneration not exceeding ₹ 2,000,000/- (Rupees Two Million Only) per month, payable to Mr. Faiz Rezwani w.e.f 1st October, 2025, subject to approval of the Shareholders.

The main terms and conditions of remuneration of Mr. Faiz Rezwani are as under:

Remuneration not exceeding ₹ 2,000,000/- per month (Rupees Two Million Only), which maybe categorised under various heads, such as basic, DA, and other Allowances (other than those specifically mentioned below).

Contribution:

- Provident Fund- Contribution of 12% p.a on basic + DA towards Employee Provident Fund
- Gratuity- Gratuity allowance payable as per Payment of Gratuity Act, 1972.
- 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

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

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

Item No. 11: To approve Material Related Party Transaction(s) between the Company and Prestige Projects Private Limited, material subsidiary of the Company:

Prestige Estates Projects Limited is engaged in the development of Real Estate infrastructure in Residential, Commercial, Hospitality and Retail Segments focused on quality and excellence. The Company consistently foresees growth opportunities to expand its operations and sometimes carries out business through its subsidiaries, joint ventures and/or associates.

Prestige Projects Private Limited ("PPPL"), a material subsidiary of the Company, undertakes various real estate development projects across multiple cities in India. As part of PPPL's business requirements to fund the construction activities, it in ordinary course borrows funds from banks, financial institutions and/or other lenders.

To secure these borrowings, the Company proposes to enter into contract(s)/ agreement(s) with PPPL to provide corporate guarantee and/ or security. Further, the Company may advance/ avail funds to/from PPPL by way of inter- corporate deposits for optimal usage of surplus funds. Additionally, the Company and PPPL propose to enter into transaction(s) pertaining to purchase/ sale of raw materials/ goods and/ or rendering/ availing of services for cost effectiveness. The aggregate of these transactions, if entered, will be for an amount of up to ₹ 20,000,000,000/- (Rupees Twenty Billion Only).

In accordance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, any transaction proposed to be entered into with a related party for an aggregate amount exceeding of ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, will be considered to be material and approval from the shareholders is required for such transactions.

The annual consolidated turnover of the Company for FY 2024-25 is ₹ 77,355 Million (herein referred to as "consolidated turnover").

As the proposed transaction, if entered, together with earlier transactions entered during the year with PPPL, will exceed the above threshold limit, the proposed transactions are considered material. The total value of previous transactions/ contracts entered between the Company and PPPL during the financial year is ₹ 2,000,000,000 (Rupees Two Billion Only).

Notice (Contd.)

The Audit Committee has laid down a transparent and unbiased governance procedure to extensively review all the Related Party Transactions that are entered and/ or proposed to be entered into by the Company and its related parties as per Regulation 2(1) (zb) of the Listing Regulations and as per section 2(76) of the Companies Act, 2013 and this proposed transaction have been extensively reviewed, approved and recommended by the Audit Committee as well as the Board of Directors of the Company.

All the proposed contract(s)/ agreement(s)/ arrangement(s) with related parties as set out in the Explanatory Statement herein discloses the information to be provided in accordance with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for ease of reference and understanding.

The details of this Related Party Transaction(s) considered to be material are given below and the Company seeks the consent of the shareholders through ordinary resolution:

Sl. No.	Particulars	Details
Summary of the information provided by the Management of Company to the Audit Committee		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Prestige Projects Private Limited ("PPPL") is a material subsidiary of the Company. The Company holds in aggregate, 76% stake in PPPL, both directly and indirectly.
2.	Tenure	Advancing/ availing funds by way of inter-corporate deposits/ and or issue of corporate guarantee and/or security will be for a tenure of up to five years from the date of transaction. Purchase/ sale of raw materials/ goods and/ or rendering/ availing of services undertaken up until the Company's next Annual General Meeting.
3.	Type, material terms and particulars of proposed transaction	PPPL, a material subsidiary of the Company, is into construction of real estate projects and it may require assistance with funding from banks, financial institutions, other lenders and/or the Company. As part of the terms, funds borrowed from lenders may require the Company to provide corporate guarantee/ security. Further, the Company may undertake the following transactions: a. Advance/ avail funds to/from PPPL by way of inter-corporate deposits for optimal usage of surplus funds; b. Purchase/ sale of raw materials/ goods and/ or rendering/ availing of services for cost effectiveness. The aggregate of the transactions, if entered, in one or more events, along with the transactions already entered during the FY 2025-26, will not exceed ₹ 20,000,000,000 (Rupees Twenty Billion Only).
4.	Value of the proposed transaction(s)	Up to ₹ 20,000,000,000 (Rupees Twenty Billion Only)
5.	Percentage of annual consolidated turnover of the Company during the immediately preceding FY 2024-25	25.85%

Notice (Contd.)

Sl. No.	Particulars	Details
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness incurred	<p>The corporate guarantee/security, if issued by Company will be a contingent liability and will result into financial indebtedness only if there is a default by PPPL to the extent of amount borrowed, interest and cost thereof.</p> <p>The proposed inter-corporate deposit will be funded through internal accruals. In the event the Company incurs any indebtedness to facilitate the issuance of the deposit, the interest rate charged will be higher than the Company's effective borrowing cost. The borrowing cost will be subject to fluctuations based on prevailing bank interest rates and the Marginal Cost of Funds-based Lending Rate (MCLR).</p>
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p>The inter-corporate deposits, if advanced, will be unsecured having rate of interest not more than 12% per annum and repayable on demand.</p> <p>The inter-corporate deposits, if availed, will be unsecured and having an interest rate lower than the Company's borrowing cost if it avails similar funding from banks, financial institutions and/or other lenders.</p> <p>The inter-corporate deposits will be used for repayment of external debt, working capital requirements and construction activities.</p>
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Organic growth of PPPL and the Company's business.
	(iv) Details of the source of funds and cost of funds in connection with the proposed transaction	The proposed inter-corporate deposit will be funded through internal accruals. In the event the Company incurs any indebtedness to facilitate the issuance of the deposit, the interest rate charged will be higher than the Company's effective borrowing cost. The borrowing cost will be subject to fluctuations based on prevailing bank interest rates and the Marginal Cost of Funds-based Lending Rate (MCLR).
7.	Justification as to why the proposed transactions is in the interest of the Company	<p>PPPL, a material subsidiary of the Company, undertakes various real estate development projects across multiple cities in India. These transactions are expected to support the Company's strategic objectives and contribute to an increase in its consolidated revenue and profit.</p> <p>All transactions proposed to be entered with PPPL, shall be entered in the ordinary course of business and at an arms' length.</p>
8.	Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Valuation report is not applicable for this transaction.
9.	Any other information that may be relevant	All relevant information forms part of the statement setting out material facts in accordance with section 102(1) of the Companies Act, 2013.

Notice (Contd.)

None of the Directors & Key Managerial Personnel are interested except Mr. Irfan Razack, Chairman & Managing Director, Mr. Rezwan Razack, Joint Managing Director, Mr. Noaman Razack, Whole-Time Director, Ms. Uzma Irfan, Director and their relatives as per section 2(77) of the Companies Act, 2013.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, on May 29, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that proposed transaction is on arms' length basis and in the ordinary course of business of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 11.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 11 of this Notice to the Shareholders for approval.

Item No. 12: To approve Material Related Party Transaction(s) between the Company and Prestige Falcon Mumbai Realty Private Limited, subsidiary of the Company:

Prestige Estates Projects Limited is engaged in the development of Real Estate infrastructure in Residential, Commercial, Hospitality and Retail Segments focused on quality and excellence. The Company consistently foresees growth opportunities to expand its operations and sometimes carries out business through its subsidiaries, joint ventures and/or associates.

Prestige Falcon Mumbai Realty Private Limited ("PFMRPL"), a subsidiary of the Company, undertakes real estate development of projects in Mumbai. As part of PFMRPL's business requirements to fund the construction activities, it in ordinary course borrows funds from banks, financial institutions and/or other lenders.

To secure these borrowings, the Company proposes to enter into contract(s)/ agreement(s) with PFMRPL to provide

corporate guarantee and/ or security. Further, the Company may advance funds to PFMRPL by way of inter-corporate deposits for optimal usage of surplus funds. Additionally, the Company and PFMRPL propose to enter into transaction(s) pertaining to sale of raw materials/ goods and/ or rendering of services for cost effectiveness. The aggregate of these transactions, if entered, will be for an amount of up to ₹ 15,000,000,000/- (Rupees Fifteen Billion Only).

In accordance with Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, any transaction proposed to be entered into with a related party for an aggregate amount exceeding of ₹ 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, will be considered to be material and approval from the shareholders is required for such transactions.

The annual consolidated turnover of the Company for FY 2024-25 is ₹ 77,355 Million (herein referred to as "consolidated turnover").

As the proposed transaction, if entered, together with earlier transactions entered during the year with PFMRPL, will exceed the above threshold limit, the proposed transactions are considered material. The total value of previous transactions entered between the Company and PFMRPL during the financial year is ₹ 4,500,000,000 (Rupees Four Billion and Five Hundred Million Only).

The Audit Committee has laid down a transparent and unbiased governance procedure to extensively review all the Related Party Transactions that are entered and/ or proposed to be entered into by the Company and its related parties as per Regulation 2(1)(zb) of the Listing Regulations and as per section 2(76) of the Companies Act, 2013 and this proposed transaction have been extensively reviewed, approved and recommended by the Audit Committee as well as the Board of Directors of the Company.

All the proposed contract(s)/ agreement(s)/ arrangement(s) with related parties as set out in the Explanatory Statement herein discloses the information to be provided in accordance with SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 for ease of reference and understanding.

Notice (Contd.)

The details of this Related Party Transaction(s) considered to be material are given below and the Company seeks the consent of the shareholders through ordinary resolution:

Sl. No.	Particulars	Details
Summary of the information provided by the Management of Company to the Audit Committee		
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Prestige Falcon Mumbai Realty Private Limited ("PFMRPL"), subsidiary of the Company. The Company holds 90% stake in PFMRPL directly.
2.	Tenure	Advancing funds by way of inter-corporate deposits/ and or issue of corporate guarantee and/or security will be for a tenure of up to five years from the date of transaction. Sale of raw materials/ goods and/ or rendering of services undertaken up until the Company's next Annual General Meeting.
3.	Type, material terms and particulars of proposed transaction	PFMRPL, a subsidiary of the Company, is into construction of real estate projects and it may require assistance with funding from banks, financial institutions, other lenders and/or the Company. As part of the terms, funds borrowed from lenders may require the Company to provide corporate guarantee/ security. Further, the Company may undertake the following transactions: a. Advance funds to PFMRPL by way of inter-corporate deposits for optimal usage of surplus funds; b. Sale of raw materials/ goods and/ or rendering of services for cost effectiveness The aggregate of the transactions, if entered, in one or more events, along with the transactions already entered during the FY 2025-26, will not exceed ₹ 15,000,000,000/- (Rupees Fifteen Billion Only).
4.	Value of the proposed transaction(s)	Up to ₹ 15,000,000,000/- (Rupees Fifteen Billion Only)
5.	Percentage of annual consolidated turnover of the Company during the immediately preceding FY 2024-25	19.39 %

Notice (Contd.)

Sl. No.	Particulars	Details
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	Details of financial indebtedness incurred	<p>The corporate guarantee/security, if issued by Company will be a contingent liability and will result into financial indebtedness only if there is a default by PFMRPL to the extent of amount borrowed, interest and cost thereof.</p> <p>The proposed inter-corporate deposit will be funded through internal accruals. In the event the Company incurs any indebtedness to facilitate the issuance of the deposit, the interest rate charged will be higher than the Company's effective borrowing cost. The borrowing cost will be subject to fluctuations based on prevailing bank interest rates and the Marginal Cost of Funds-based Lending Rate (MCLR).</p>
(ii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p>The inter-corporate deposits, if advanced, will be unsecured having rate of interest not more than 12% per annum and repayable on demand.</p> <p>The inter-corporate deposits will be used for repayment of external debt, working capital requirements and construction activities.</p>
(iii)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	Organic growth of PFMRPL and the Company's business.
(iv)	Details of the source of funds and cost of funds in connection with the proposed transaction	<p>The proposed inter-corporate deposit will be funded through internal accruals. In the event the Company incurs any indebtedness to facilitate the issuance of the deposit, the interest rate charged will be higher than the Company's effective borrowing cost. The borrowing cost will be subject to fluctuations based on prevailing bank interest rates and the Marginal Cost of Funds-based Lending Rate (MCLR).</p>
7.	Justification as to why the proposed transactions is in the interest of the Company	<p>PFMRPL, a subsidiary of the Company, undertakes real estate development of projects in Mumbai. These transactions are expected to support the Company's strategic objectives and contribute to an increase in its consolidated revenue and profit.</p> <p>All transactions proposed to be entered with PFMRPL, shall be entered in the ordinary course of business and at an arms' length.</p>
8.	Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Valuation report is not applicable for this transaction.
9.	Any other information that may be relevant	All relevant information forms part of the statement setting out material facts in accordance with section 102(1) of the Companies Act, 2013.

Notice (Contd.)

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the aforementioned proposed resolution.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, on May 29, 2025, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that proposed transaction is on arms' length basis and in the ordinary course of business of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 12.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of Item No. 12 of this Notice to the Shareholders for approval.

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

Place: Bengaluru
Date: May 29, 2025

Manoj Krishna J V
Company Secretary & Compliance Officer

ANNEXURE I

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. 4: To re-appoint Mr. Irfan Razack, Director, (DIN: 00209022) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Name	Mr. Irfan Razack
Date of Birth, Age	October 30, 1953, 71 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	Irfan Razack is a prominent figure in the real estate sector, recognised for his visionary leadership and significant contributions as the Chairman of Prestige Group. With over several decades of experience, Mr. Razack has played a crucial role in developing Prestige Group into one of India's top real estate companies. His commitment to excellence, steadfast resolve, and strategic insight have established the company as a pioneer in the field.
Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Irfan Razack, Chairman and Managing Director is liable to retire by rotation.
Relationship with other Directors Inter Se	Brother of Mr. Rezwan Razack & Mr. Noaman Razack and 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"> 1. Prestige Lonavala Estates Private Limited 2. K2K Infrastructure India Private Limited 3. Prestige Retail Ventures Limited 4. Prestige Builders And Developers Private Limited 5. Prestige Falcon Mumbai Realty Private Limited 6. Prestige Acres Private Limited 7. Prestige Hospitality Ventures Limited 8. Prestige Falcon Realty Ventures Private Limited 9. Prestige Sterling Infraprojects Private Limited
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 (2.18%)
Remuneration	In FY 2024-25, Mr. Irfan Razack has drawn a remuneration of ₹ 36 Million.
No. of Board Meetings attended	<p>During the year 2024-25, Mr. Irfan Razack has attended 6 (Six) out of 6 (Six) Board Meetings.</p> <p>The attendance details for FY 2023-24, 2022-23, FY 2021-22, can be referred to in the Annual Reports of the respective years at www.prestigeconstructions.com</p>

ANNEXURE I (Contd.)

Item No. 8: To consider and approve the revision in the remuneration of Ms. Uzma Irfan (DIN: 01216604), Director of the Company.

Name	Ms. Uzma Irfan
Date of Birth, Age	March 1, 1979, 46 years
Date of Initial Appointment	November 11, 2014
Qualifications	Bachelor's Degree in Business Administration from American Inter Continental University in London. Graduate with honours and a dual degree
Expertise in specific functional areas	Marketing, Corporate Communication, Branding and all image related initiatives for the Prestige Group.
Brief Resume	Uzma Irfan is a visionary entrepreneur and a trailblazer in the fields of real estate and corporate communications. As the Director of Corporate Communications at Prestige Group, she has made a significant impact on the industry, earning a respected position. She is also the Joint Secretary of CREDAI, National.
Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Ms. Uzma Irfan, Director is liable to retire by rotation.
Relationship with other Directors Inter Se	Daughter of Mr. Irfan Razack
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> 1. Northland Holding Company Private Limited 2. Prestige Mulund Realty Private Limited 3. Prestige Warehousing and Cold Storage Services Private Limited 4. Dollars Hotel And Resorts Private Limited 5. I C B I (India) Private Limited 6. Prestige Bidadi Holdings Private Limited 7. Prestige Exora Business Parks Limited
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 Ms. Uzma Irfan has resigned during the last 3 (Three) Financial Years – Nil</p>
Number of shares held in the company	782,250 (0.18%)
Remuneration	In FY 2024-25, Ms. Uzma Irfan has drawn a remuneration of ₹ 12 Million.
No. of Board Meetings attended	<p>During the year 2024-25, Ms. Uzma Irfan has attended 5 (Five) out of 6 (Six) Board Meetings.</p> <p>The attendance details for FY 2023-24, 2022-23, FY 2021-22, can be referred to in the Annual Reports of the respective years at www.prestigeconstructions.com</p>

Notice (Contd.)



PRESTIGE ESTATES PROJECTS LIMITED

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

CIN: L07010KA1997PLC022322

Email: investors@prestigeconstructions.com

Website: www.prestigeconstructions.com

ATTENDANCE SLIP

28th Annual General Meeting – Wednesday, September 10, 2025

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

I hereby record my presence at the 28th Annual General Meeting of the Company held on Wednesday, September 10, 2025 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 Eighth Annual General Meeting to be held on Wednesday, September 10, 2025 at Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 at 11:30 a.m. The E-Voting Period starts on Sunday, September 7, 2025 at 9.00 a.m. and ends on Tuesday, September 9, 2025 at 5.00 p.m (both days inclusive). The E-Voting module shall be disabled by CDSL for voting thereafter.

Notice (Contd.)



PRESTIGE ESTATES PROJECTS LIMITED

Regd off: No.19, Prestige Falcon Tower, 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

Address

Email ID:

Signature

or failing him

2. Name

Address

Email ID:

Signature

or failing him

3. Name

Address

Email ID:

Signature

Notice (Contd.)

As my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the twenty eighth Annual General Meeting of the Company to be held on Wednesday, September 10, 2025 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
Ordinary Business	
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, 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, 2025 and Report of Auditors' thereon
3.	To declare a final dividend of ₹ 1.80/- per fully paid equity share for the Financial Year 2024-2025
4.	To re-appoint Mr. Irfan Razack, Director, (DIN: 00209022) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
Special Business	
5.	To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2025-2026
6.	To consider and approve the appointment of Secretarial Auditor of the Company
7.	Issue of Non-Convertible Debentures on a Private Placement basis
8.	To consider and approve the revision in the remuneration of Ms. Uzma Irfan (DIN: 01216604), Director of the Company
9.	Approval of remuneration of related party, Mr. Zayd Noaman, holding office or place of profit.
10.	Approval of remuneration of related party, Mr. Faiz Rezwan, holding office or place of profit.
11.	To approve Material Related Party Transaction(s) between the Company and Prestige Projects Private Limited, material subsidiary of the Company.
12.	To approve Material Related Party Transaction(s) between the Company and Prestige Falcon Mumbai Realty Private Limited, subsidiary of the Company:

Signed this <date>

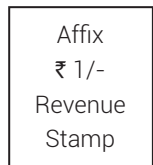
Signature of Shareholder

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Signature of Proxy holder(s)

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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.



Notice (Contd.)

ROUTE MAP

PRESTIGE ESTATES PROJECTS LIMITED

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

