



December 8, 2017

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street
Mumbai – 400 001.

The Manager
National Stock Exchange of India Limited
Exchange Plaza
Bandra- Kurla Complex
Bandra East
Mumbai – 400 051.

Dear Sir/Madam,

Sub: ISSUE OF 5000 RATED, LISTED, SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF THE COMPANY

We wish to inform you that in respect of the captioned subject, the NCD Committee of the Company has, at its meeting held today i.e. December 8, 2017, approved the issue and allotment of 5000 rated, listed, secured, redeemable, non-convertible debentures of Rs. 10,00,000 (Rupees Ten Lakhs) each at par, (inclusive of a greenshoe option to retain over-subscription upto an amount of Rs 100,00,00,000) pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force, the guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Listing Agreements entered into by the Company with the respective stock exchanges. A copy of resolution for allotment of the debentures pursuant to the Issue is attached hereto for your information and record.

We request you to take the above on the record and acknowledge receipt and the same be treated as compliance under applicable clause(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Thanking You,

Yours faithfully,

For **Prestige Estates Projects Limited**


Irfan Razack
Chairman & Managing Director



Enclosure: As above



CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE MEETING OF THE NCD COMMITTEE OF THE BOARD OF DIRECTORS OF PRESTIGE ESTATES PROJECTS LIMITED HELD ON FRIDAY, 8TH DECEMBER 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT THE FALCON HOUSE, NO. 1, MAIN GUARD CROSS ROAD, BANGALORE – 560001

ISSUE AND ALLOTMENT OF REDEEMABLE NON-CONVERTIBLE DEBENTURES UPTO RS. 500 CRORE

The Chairman informed the Committee that in continuation to the NCD Committee resolution dated December 07, 2017 and the documents pertaining to issue of non-convertible debentures have been entered into for allotment of 5,000 (five thousand) rated, listed, secured, redeemable, non-convertible debentures to the following parties:

Sl. No	Investor Name	No of NCD's proposed to be allotted
1	ADITYA BSL TRUSTEE PVT. LTD A/C - ADITYA BIRLA SUN LIFE MEDIUM TERM PLAN	2,500
2	ADITYA BSL TRUSTEE PVT. LTD A/C - ADITYA BIRLA SUN LIFE CORPORATE BOND FUND	1,500
3	ADITYA BSL TRUSTEE PVT. LTD A/C - ADITYA BIRLA SUN LIFE DYNAMIC BOND FUND	1,000

The Chairman explained the details of the transaction to the Committee and the Committee was requested to accord its approval to the issuance and allotment of the NCDs, terms and conditions of the same. The proposal was placed before the Committee and after some discussions the following resolutions were passed unanimously:

“RESOLVED THAT in accordance with the provisions of Section 23, Section 42 and Section 71 of the Companies Act, 2013 read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014 and pursuant to the approval of the members of the Company by way of the special resolution dated September 27, 2017 and other applicable provisions of Companies Act, 2013 and in accordance with the articles and memorandum of association of the Company and pursuant to the private placement offer letter dated December 08, 2017, the consent of the Committee be and is hereby accorded to offer, issue and allot 5,000 (five thousand) rated, listed, secured, redeemable, non-convertible debentures of Rs. 10,00,000 (Rupees Ten Lakhs) each at par, for an aggregate nominal value of Rs. 500,00,00,000.- (Rupees Five Hundred Crores Only), to the allottees as detailed hereunder:



Sl. No	Investor Name	No of NCD's proposed to be allotted	Total Amount (INR)	DP / Client ID	Maturity Period
1	ADITYA BSL TRUSTEE PVT. LTD A/C - ADITYA BIRLA SUN LIFE MEDIUM TERM PLAN	2,500	Rs. 250 Crores	IN300054/10066358	4.5 years
2	ADITYA BSL TRUSTEE PVT. LTD A/C - ADITYA BIRLA SUN LIFE CORPORATE BOND FUND	1,500	Rs. 150 Crores	IN300054/10080087	4.5 years
3	ADITYA BSL TRUSTEE PVT. LTD A/C - ADITYA BIRLA SUN LIFE DYNAMIC BOND FUND	1,000	Rs. 100 Crores	IN300054/10065783	4.5 years

RESOLVED FURTHER THAT Mr. Irfan Razack, Chairman & Managing Director, Mr. Rezwan Razack, Joint Managing Director, Mr. Noaman Razack, Wholetime Director, Mr. Venkat K Narayana, Chief Executive Officer, M. Sridhar, Company Secretary and Compliance Officer, be and are hereby severally authorised to do all acts, deeds, things including but not limited to issuance, allotment and listing of the NCDs on the stock exchanges and filing of documents, requisite forms and applications with the Registrar of Companies, stock exchanges and such other governmental authorities.”

RESOLVED FURTHER THAT certified true copy of the aforesaid resolutions duly signed by any Director or the Company Secretary of the Company be forwarded to the persons requiring the same.”

**CERTIFIED TRUE COPY
FOR PRESTIGE ESTATES PROJECTS LIMITED**



**M. SRIDHAR
COMPANY SECRETARY AND COMPLIANCE OFFICER**

