Prestige GROUP
Add Prestige to your life

July 24, 2015

The General Manager
Corporate Relationship Department
BSE Limited
Phiroze Jeejeeboy Towers
Dalal Street
Mumbai – 400 001.
Fax No. 022-2272 2037/ 39/ 41/ 61

The Manager
National Stock Exchange of India Limited
Exchange Plaza
Bandra- Kurla Complex
Bandra East
Mumbai – 400 051.
Fax No. 022-2659 8237/ 38/ 47/ 48

Dear Sir/Madam,

Sub: **ISSUE OF 500 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. July 24, 2015, approved the issue and allotment of 500 rated, listed, secured, redeemable, non-convertible debentures of Rs. 1,00,00,000 (Rupees One Crore) each at par, 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 the Listing Agreement.

Thanking You,

Yours faithfully,
For **Prestige Estates Projects Limited**

Medha Gokhale
Company Secretary & Compliance Officer

Enclosure: As above

Prestige GROUP
Add Prestige to your life

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE NCD COMMITTEE OF BOARD OF DIRECTORS OF PRESTIGE ESTATES PROJECTS LIMITED AT ITS MEETING HELD ON FRIDAY, 24TH JULY 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT THE FALCON HOUSE, NO.1, MAIN GUARD CROSS ROAD, BANGALORE- 560 001

"**RESOLVED THAT** pursuant to the resolutions of the shareholders of the Company passed on July 26, 2014, resolution of the board of directors of the Company passed on 26 May 2014, 30 May 2015 and resolutions of the NCD Committee passed on July 17, 2015 and 22 July 2015, the Company hereby allots 500 rated, listed, secured, redeemable, non-convertible debentures of Rs. 1,00,00,000 (Rupees One Crore) each ("**Debentures**") on the terms and conditions in the Debenture Trust Deed dated 20 July 2015 and Information Memorandum to the following investor(s):

Sl. No.	Name of Allottee	Tranche of Debentures	No. of Debentures	Distinctive No.	Debenture Folio Nos.	Amount Received
1	ICICI Prudential Fixed Maturity Plan Series 77-1100 Days Plan M	Tranche 1	26	01-26	01	260,000,000
2	ICICI Prudential Balanced Advantage Fund	Tranche 1	124	27-150	02	1,240,000,000
3	ICICI Prudential Balanced Advantage Fund	Tranche 2	96	151-246	02	960,000,000
4	ICICI Prudential MIP 5	Tranche 2	26	247-272	03	260,000,000
5.	ICICI Prudential Regular Savings Plan	Tranche 2	28	273-300	04	280,000,000

For PRESTIGE ESTATES PROJECTS LIMITED

Company Secretary

Prestige GROUP
Add Prestige to your life

6.	Kotak Mahindra Trustee Co Ltd A/C Kotak Income Opportunities Fund	Tranche 2	75	301-375	05	750,000,000
7	Kotak Mahindra Trustee Co Ltd A/C Kotak Medium Term Fund	Tranche 2	75	376-450	06	750,000,000
8	Kotak Mahindra Trustee Co Ltd A/C Kotak Fixed Maturity Plan Series 172	Tranche 3	50	451-500	07	500,000,000
	TOTAL		**500**			**5000,000,000**

"**RESOLVED THAT** the Company be and is hereby authorized to insert the name of the aforementioned allottee(s) in the Register of Debentureholders of the Company to be maintained by the Company, as the holder of the Debentures and Mr. Irfan Razack, Chairman & Managing Director, Mr. Rezwan Razack, Joint Managing Director and Mr. Noaman Razack Director of the Company be and are hereby severally authoirsed to enter the name of the said holder in the Register of Debentureholders of the Company."

"**RESOLVED THAT** the drafts of the letters of allotment placed before the meeting and intialled by the Chairman for identification be and is hereby approved and Mr. Irfan Razack, Chairman & Managing Director, Mr. Rezwan Razack, Joint Managing Director and Mr. Noaman Razack Director of the Company, be and are hereby severally authorised to issue the said letters of allotment."

"**RESOLVED FURTHER THAT** Mr. Irfan Razack, Chairman & Managing Director, Mr. Rezwan Razack, Joint Managing Director, Mr. Noaman Razack Director, Mr. Venkat K Narayana, Executive Director- Finance & CFO, Ms. Medha Gokhale, Company Secretary & Compliance Officer of the Company are severally authorised to do all other acts, deeds, things and matters in respect of the issuance, allotment and listing of the Debentures, including without limitation the

For PRESTIGE ESTATES PROJECTS LIMITED

Company Secretary

Prestige Estates Projects Ltd., 'The Falcon House', No. 1, Main Guard Cross Road, Bangalore - 560 001.
Phone : +91 80 25591080 Fax : +91 80 25591945 E-mail : properties@vsnl.com www.prestigeconstructions.com
CIN : L07010KA1997PLC022322

issue and delivery of letters of allotment, filing return of allotment with registrar of companies, and liaising with the National Securities Depository Limited and Central Depository Services (India) Limited, signing and submitting the letters of application and other deeds, documents and instruments in connecting with the listing/ trading of the Debentures on the Stock Exchanges, making necessary disclosures to the Stock Exchanges and other regulatory authorities with respect to such allotment as required by law and do all other acts, deeds and things which may be necessary or expedient to implement any or all of the resolutions."

"**RESOLVED FURTHER THAT** any one of Mr. Irfan Razack, Chairman & Managing Director, Mr. Rezwan Razack, Joint Managing Director and Mr. Noaman Razack Director of the Company be and are hereby authorised severally to credit the Debentures to the demat account of the allottee through corporate action with the National Securities Depository Limited and Central Depository Services (India) Limited and deliver the duly executed documents and instruments as required to allot the Debentures to the demat account of the allottee and to provide a copy of such documents to the allottee."

"**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to any of the documents to be executed by the Company in relation to the allotment or any other related documents in presence of any one of the Authorised Signatory, who should sign the same in token thereof."

"**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**

Medha Gokhale
Company Secretary & Compliance Officer

Prestige Estates Projects Ltd., 'The Falcon House', No. 1, Main Guard Cross Road, Bangalore - 560 001.
Phone : +91 80 25591080 Fax : +91 80 25591945 E-mail : properties@vsnl.com www.prestigeconstructions.com
CIN : L07010KA1997PLC022322