



September 7, 2024

**The General Manager
Dept. of Corporate Services
National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra (E)
Mumbai-400051**

Dear Sir / Madam,

Sub: Notice of the 16th Annual General Meeting of the Company.

Ref: Regulation 50(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

ISIN: INE757O07049

Pursuant to Regulation 50(2) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, we enclose herewith Notice of the 16th Annual General Meeting of the Company scheduled to be held on Monday, September 30, 2024 at 10:00 AM at the Registered office of the Company i.e. Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025.

The Notice of the 16th 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 www.prestigeconstructions.com

This is for your kind information and records.

Thanking you,

Yours faithfully,

For Prestige Projects Private Limited

**Lingraj Patra
Company Secretary & Compliance Officer**

Encl: a/a

PRESTIGE PROJECTS PRIVATE LIMITED

CIN: U45201KA2008PTC046784

Registered office: Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025

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NOTICE

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the “Act”) that the **SIXTEENTH ANNUAL GENERAL MEETING** of the members of **Prestige Projects Private Limited**, will be held on Monday, September 30, 2024 at 10:00 A.M at the registered office of the Company at Prestige Falcon Tower, No.19, Brunton Road, Bangalore – 560025 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Board’s Report and report of Auditors thereon.
2. To appoint Director in place of Mrs. Badrunissa Irfan (DIN: 01191458), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To approve the regularisation of appointment of Mr. S N Nagendra (DIN:02533658) as Non-Executive Independent Director of the Company:**

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

“RESOLVED THAT, in accordance with the provisions of Section 149, 152 and 161 and other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013, along with relevant Rules made thereunder including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force, the provisions of the Article of Association of the Company and on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint Mr. S N Nagendra (DIN: 02533658), who was appointed as Additional Director in the capacity of Non-Executive Independent Director with effect from December 6, 2023 in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature

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for the office of a Director and who has submitted a declaration to that effect, and being eligible to be appointed in terms of Regulation 16(1) (b) of the Listing Regulations, as Non-Executive Independent Director to hold office for a term of five years with effect from December 6, 2023 to December 5, 2028, not liable to retire by rotation.

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

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

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

“RESOLVED THAT pursuant to Section 148(3) of the Companies Act 2013, read with the Companies (Audit and Auditors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration of ₹ 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes, out of pocket, travelling expenses if any, payable to P. Dwibedy & Co, who was appointed as Cost Auditor of the Company for the Financial Year 2024-2025 by the Board of Directors of the Company, on the recommendation of the Audit Committee, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board be and is hereby 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.”

By order of the Board of Directors
For Prestige Projects Private Limited

Badrunissa Irfan
Director
DIN:01191458

Date: July 30, 2024
Place: Bengaluru

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NOTES:

1. A shareholder entitled to attend the meeting, is also entitled to appoint a proxy to attend instead of himself/herself, and such a proxy need not be a member of the Company. The Proxy Form in order to be effective must be deposited with the company not less than 48 hours before the time fixed for commencement of the meeting.
2. Members are requested to notify any change in their address/other details immediately to the Company at its registered office.
3. Members/Proxies should fill the Attendance Slip for attending the Meeting.
4. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
5. Members/Proxies/ Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. Route-map to the venue of the Meeting is provided at the end of the Notice.
7. The Register of Directors' shareholding, maintained under Companies Act, is available for inspection by the members at the Annual General Meeting.
8. The Register of Contracts, maintained under Companies Act, is available for inspection by the members at the Registered Office of the company.

Members are requested to address all correspondences, to the Registered Office of the Company.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item No. 3, and 4 of the accompanying Notice.

Item No. 3: To approve the regularisation of appointment of Mr. S N Nagendra (DIN:02533658) as Non-Executive Independent Director of the Company:

A veteran professional, Mr. S N Nagendra (DIN: 02533658) was associated with the HDFC Limited, & it's Group for over 3 decades. He was instrumental in extending Financial assistance for Development of Housing, Commercial Complexes & Retail apart from many other initiatives in real estate & infrastructure. His official position was as Member of Executive Management for the Corporation.

Further, Mr. S N Nagendra was responsible for the business in the Karnataka & Goa Region and continued to be associate with the HDFC group as a consultant advisor. He was also holding a board position in Infrastructure Development Corporation (Karnataka) Limited and at HDFC Capital Advisors Limited.

Mr. S N Nagendra (DIN: 02533658), was appointed as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company on December 6, 2023 to hold office for a period five years i.e., up to December 5, 2028, pursuant to the provisions of Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules framed thereunder for appointment as Independent Director and he is independent of the Management. Declaration of directorship in Boards and Committees of various Companies, is received from Mr. S N Nagendra.

Details of the Director seeking appointment in pursuant to secretarial standard 2 on general meetings is provided in the Annexure herein.

Your Directors recommend the resolutions as set out at Item No. 3 of this Notice for your approval.

Except Mr. S N Nagendra, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the above resolutions.

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Item No. 4: To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2024-2025:

The proposal for appointment of P. Dwibedy & Co, Cost Auditor for Financial Year 2024-25 was recommended by the Audit Committee to the Board on a remuneration of 80,000/- per Annum (Rupees Eighty Thousand only) plus applicable taxes plus out of pocket expenses, etc and the Board has approved the said proposal.

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

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

Your Directors recommend the resolutions as set out at Item No. 4 of this Notice for your approval.

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

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

**Badrunissa Irfan
Director
DIN: 01191458**

**Date: July 30, 2024
Place: Bengaluru**

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ANNEXURE

Details of the Director seeking re-appointment in sixteenth annual general meeting pursuant to secretarial standard 2 on general meetings

Item No: 2: To re-appoint Mrs. Badrunissa Irfan (DIN: 01191458), who retires by rotation and being eligible offers herself for re-appointment.

Name	Mrs. Badrunissa Irfan
Date of Birth, Age	March 2, 1959, 65 years
Date of Initial Appointment	March 28, 2015
Qualifications	Graduate
Expertise in specific functional areas	Real Estate experience, Corporate Governance Business Strategy, Corporate Management, Leadership qualities.
Brief Resume	Mrs. Badrunissa Irfan has been associated with the Company since 2015 and is actively responsible for the overall management of the Company, she oversees a gamut of activities from corporate strategic planning to decision making for the Company.
Relationship with other Directors Inter Se	Mrs. Almas Rezwani and Mrs. Sameera Noaman are relatives
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	1. Prestige Mall Management Private Limited 2. Prestige Garden Estates Private Limited 3. Northland Holding Company Private Limited 4. Prestige Leisure Resorts Private Limited 5. Village De Nandi 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	Directorship in Listed Companies – Nil Membership in Committees of Listed companies – Nil Listed Companies from which Mrs. Badrunissa Irfan has resigned during the last 3 (Three) Financial Years: Nil
No. of Board Meetings attended	During the year FY 2024-25, there were 6 meetings held, and Mrs. Badrunissa Irfan has attended all the meetings. During the year FY 2023-24, there were 29

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	(twenty-nine) meetings held and Mrs. Badrunissa Irfan has attended all the meetings.
Number of shares held in the company	1
Remuneration	Nil

Item No: 3: To approve the regularisation of appointment of Mr. S N Nagendra (DIN:02533658) as Non-Executive Independent Director of the Company:

Name	Mr. S N Nagendra
Date of Birth, Age	March 19, 1957, 67 years
Date of Initial Appointment	December 6, 2023
Qualifications	Bachelor of Arts, LLB
Expertise in specific functional areas	Banking and Finance for Real Estate activities
Brief Resume	As set out in the explanatory statement annexed to the notice
Relationship with other Directors Inter Se	Not related to any Directors of the Company
Directorships held in other public limited companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none"> 1. Prestige Estates Projects Limited 2. Infrastructure Development Corporation (Karnataka) Limited 3. Prestige Falcon Mumbai Realty Private Limited 4. Prestige Garden Estates Private Limited 5. Dollars Hotel and Resorts Private Limited 6. 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 - 1 i.e. Prestige Estates Projects Limited</p> <p>Membership in Committees of Prestige Estates Projects Limited:</p> <ol style="list-style-type: none"> 1. Audit Committee, Member 2. Nomination & Remuneration Committee, Member 3. Stakeholders and Relationship Committee, Chairman 4. Risk Management Committee, Member 5. Corporate Social Responsibility, Member <p>Listed Companies from which Mr. S N Nagendra has resigned during the last 3 (Three) Financial Years: Nil</p>

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No. of Board Meetings attended	<p>During the year FY 2024-25, there were 6 meetings held, and Mr. S N Nagendra has attended all the meetings.</p> <p>During the year FY 2023-24, there were 11 (Eleven) meetings which Mr. S N Nagendra was entitled to attend and he has attended all the meetings.</p>
Number of shares held in the company	Nil
Remuneration	Nil

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ROUTE MAP

Prestige Projects Private Limited

Route Map-AGM Venue

Prestige Falcon Tower,

No.19, Brunton Road,

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