



Secretarial Compliance Report of Prestige Estates Projects Limited having Corporate Identification Number L07010KA1997PLC022322 ('the listed entity') for the financial year ended 31st March, 2025.

I have examined:

(a) all the documents and records made available to me and explanation provided by **Prestige Estates Projects Limited** ("the listed entity").

(b) the filings/ submissions made by the listed entity to the stock exchanges.

(c) website of the listed entity.

(d) any other document/ filing, as may be relevant, which has been relied upon to make this Report, for the year ended **31st March, 2025** ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [**Not Applicable**];

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**Not Applicable**];

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and

circulars and guidelines issued thereunder

and based on the above examination, I hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice /Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
As per Annexure – 1										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Nil						

I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	-
2	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been 	Yes	-



	reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI	Yes	-
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes Yes Yes	- - -
4	Disqualification of Director (s): None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	N.A. Yes	
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-



8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.	Yes NA	- -
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	-
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) the action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	No Actions taken by SEBI/Stock exchanges during the period under review.
12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	-



13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above	Yes	
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I further, report that disclosure requirements of Employee Benefits Scheme Documents in terms of regulation 46 (2) (za) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is **not applicable to the Company**.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



Nagendra D. Rao

Practising Company Secretary

Membership No. FCS – 5553

Certificate of Practice – 7731

Peer Reviewed Unit

Peer Review Certificate No.: 672/2020

UDIN: F005553G000478982

Place: Bengaluru

Date: May 29, 2025

Annexure – 1

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice /Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Corporate Governance Report submitted by the Company to the Exchange for the quarter ended December 31, 2024	Regulation 26 of SEBI (LODR) Regulations 2015	Clarification sought on – Exceeding Directorship/Membership/Chairmanship in Audit Committee and Stakeholders Relationship Committee for the Director(s) Srinivasarao Nagabhushana Rao Nagendra	National Stock Exchange of India Limited vide their letter dated 20 th February 2025.	Clarification	Nil	Nil	Mr. Srinivasarao Nagabhushana Rao Nagendra was inadvertently mentioned as chairman of a committee of subsidiary company. He is only a Member of the Committee	Inadvertently mentioned as Chairman instead of mentioning as Member of the Committee. The same is corrected. Mr. Srinivasarao Nagabhushana Rao Nagendra is Chairman in five committees.	Listed entity will be more careful in future while submitting the quarterly reports.
2	Intimation of schedule of analysts or institutional investors meet	sub-para 15 of Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015	Schedule of analysts or institutional investors meet not intimated to the Exchange at least 2 working days in advance.	National Stock Exchange of India Limited vide their email dated 5 th August 2024.	Clarification	Nil	Nil	The Listed entity has intimated the stock exchange on 3 rd August 2024 regarding schedule of analysts or institutional investors meet to be held on 7 th August 2024, which is 2 Working days prior to schedule meet.	The Company intimation dated 3 rd August 2024 was in relation to individual and group meetings proposed to be held during the duration of 6 th August 2024 to 23 rd August 2024. The meeting to be held on August 6, 2024, is going to be a one on one individual meeting with an investor (and not a group meeting), accordingly, for the meeting to be held on August 6, 2024, a prior intimation of 2 working days is not required. However, from 7 th August 2024, the Company proposes to have group investor meetings and accordingly, in relation to such group investor meetings commencing from 7 th August 2024, given that the intimation dated 3 rd August 2024, was made 2 working days prior to 7 th August 2024.	The Listed entity is in compliance with the requirements of sub-para 15 of Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.



3	Integrated Filing - Financial in PDF for the period ended 31 st December 2024	NSE Circular no. NSE/CML/2025/02	The Company has delayed in submitting Integrated Filing - Financial for the period ended 31 st December 2024, under the designated path within the specified timeline.	National Stock Exchange of India Limited vide their email dated 10 th February 2025.	Advisory	The Company has delayed in submitting Integrated Filing - Financial for the period ended 31 st December 2024, under the designated path within the specified timeline.	Nil	The Company has delayed in submitting Integrated Filing - Financial for the period ended 31 st December 2024 within the specified timeline.	The listed entity will be more careful in future and ensure timely compliance.	Listed entity to exercise due caution and initiate corrective steps to avoid recurrence of such lapses.
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Note: SEBI has conducted an investigation in the matter of suspected insider trading in the scrip of Prestige Estates Projects Limited and sought certain information vide their email dated 26th August 2024. The Company has responded and provided information on 29th August 2024. SEBI vide their email dated August 31, 2024 and September 2, 2024 had sought additional information and the Company has provided the requested details on September 13, 2024.

