PRESTIGE ESTATES PROJECTS LIMITED

REGISTERED OFFICE: PRESTIGE FALCON TOWERS, NO.19, BRUNTON ROAD, BANGALORE – 560025
CIN: L07010KA1997PLC022322
Email: investors@prestigeconstructions.com
Website: www.prestigeconstructions.com
Phone: +91 80 25591080

NOTICE

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (the "Act") that the **TWENTY NINTH ANNUAL GENERAL MEETING** (the "Meeting" or "AGM") of the members of Prestige Estates Projects Limited ("the Company"), is scheduled to be held on Thursday, August 20, 2026 at the registered office: No. 19, Prestige Falcon Towers, 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, 2026, 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, 2026 and Report of Auditors' thereon.

3. To declare a final dividend of ₹ 2/- per fully paid equity share for the Financial Year 2025-2026.

4. To re-appoint Ms. Uzma Irfan, Director, (DIN: 01216604) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

5. **To ratify the payment of remuneration to M/s P. Dwibedy & Co., Cost Accountants as the Cost Auditor of the Company for the Financial Year 2026-2027:**

   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 P. Dwibedy & Co, who was appointed as Cost Auditor of the Company for the Financial Year 2026-2027 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 approve re-designation of Ms. Uzma Irfan as Whole-time Director.**

   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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the re-designation of Ms. Uzma Irfan (DIN: 01216604) as Whole-Time Director of the Company for a period of five (5) years with effect from May 21, 2026 up to May 20, 2031, liable to retire by rotation, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice, with authority to the Board of Directors (which term shall be deemed to include the Nomination and Remuneration Committee, wherever applicable) to alter, revise or modify the terms and conditions of her appointment, including remuneration, from time to time, within the limits prescribed under the Act and other applicable laws.

   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."

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."

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

Manoj Krishna J V
Company Secretary & Compliance Officer
Membership No.: A58748

Date: May 21, 2026
Place: Bengaluru

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 ("the Act") 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 21, 2026 has recommended a dividend of ₹ 2.00/- per equity share (20%) pertaining to the Financial Year 2025-26.

5. Members may note that the Income-tax Act, 2025, (the IT Act 2025), mandates that dividend paid or distributed by a company shall be taxable in the hands of members. Accordingly, the final dividend, as recommended by the Board of Directors, and if approved at the 29th AGM, shall be paid within 30 days of the AGM, i.e., September 18, 2026, after deducting tax at source (TDS) at the prescribed rates in accordance with the provisions of the IT Act 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 August 13, 2026;

   b. To all Members in respect of shares held in physical form a as of the close of business hours on August 13, 2026.

   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-121-41.html on or before August 15, 2026.

   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 Act and Registrer 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 Report of FY 2025-2026 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 (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.mufg.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 (Mangement 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. Thursday, August 13, 2026.

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. Thursday, August 13, 2026 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 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 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 Requirment)(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

Membership No.: A58748

Date: May 21, 2026

Place: Bengaluru

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

(i) The voting period begins on Monday, August 17, 2026 at 9:00 A.M. and ends on Wednesday, August 19, 2026 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 of August 13, 2026 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 cdsl 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 cdsl 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.
	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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	4) For OTP based login you can click on https://eservices.nsdl.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.
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.com 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(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 e-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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • 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.

(vii) After entering these details appropriately, click on “SUBMIT” tab.

(viii) 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.

(ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> (i.e. Prestige Estates Projects Limited) on which you choose to vote.

(xi) 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.

(xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvi) 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.

(xvii) 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.

- 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 shareholders 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, AVP, (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.

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 21, 2026 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 Accountants as the Cost Auditor of the Company for the Financial Year 2026-2027:

The proposal for appointment of M/s P. Dwibedy & Co., Cost Accountants as the Cost Auditor for FY 2026-27 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, 2027.

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 approve re- designation of Ms. Uzma Irfan as Whole-time Director:

Ms. Uzma Irfan (DIN: 01216604) was appointed as a Director of the Company on November 11, 2014. She is a seasoned professional with extensive experience in corporate communications, branding, marketing, and stakeholder engagement. She spearheads the Group's branding, marketing, public relations, digital communications, and corporate communication initiatives across its diverse business verticals.

She plays a pivotal role in shaping and strengthening the Group's brand identity, enhancing its market presence, and driving strategic communication initiatives that support the Group's vision and business objectives. Her leadership has been instrumental in building strong relationships with customers, partners, investors, media, and other key stakeholders, while ensuring consistent and effective communication across all platforms.

With her rich experience, strategic vision, and deep understanding of the real estate, retail and hospitality sectors, Ms. Uzma Irfan has made significant contributions to the Company's growth and governance. Her continued association with the Board provides valuable guidance in the areas of brand strategy, customer engagement, corporate reputation, risk management, and business development.

The Board of Directors, at its meeting held on May 21, 2026, upon the recommendation of the Audit Committee and Nomination and Remuneration Committee (NRC), approved the re-designation of Ms. Uzma Irfan as Whole Time Director of the Company for a period of five (5) years with effect from May 21, 2026 up to May 20, 2031, liable to retire by rotation subject to the approval of the shareholders in accordance with the provisions of Section 196 of the Companies Act, 2013 and applicable rules.

She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Details of Remuneration and other perquisites:

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). Further, the remuneration may be paid either on monthly basis or on quarterly, half-yearly, annual or such other intervals, and either proportionately for the period covered at the time of payment or not, and either partly as monthly remuneration and partly as lump sum or ex-gratia payment.

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 allowances:

- 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.

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. 6 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. 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.

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

Manoj Krishna J V
Company Secretary & Compliance Officer
Membership No.: A58748

Date: May 21, 2026
Place: Bengaluru

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 and 6:

- To re-appoint Ms. Uzma Irfan, Director, (DIN: 01216604) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

- To approve re-designation of Ms. Uzma Irfan as Whole-time Director.

Name	Ms. Uzma Irfan
Date of Birth, Age	March 1, 1979, 47 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, Leadership/ Operational experience, Business Strategy, Financial Analysis and Planning, Technical / Professional skills and specialized knowledge in relation to Company's Business, Risk Management, Corporate Governance.
Brief Resume	Ms. Uzma Irfan is a seasoned professional with extensive experience in corporate communications, branding, marketing, and stakeholder engagement. She spearheads the Group's branding, marketing, public relations, digital communications, and corporate communication initiatives across its diverse business verticals.
Terms and Conditions of Appointment/ Re-appointment	Proposed re-designation of Ms. Uzma Irfan as Whole-Time Director of the Company is for a period of 5 (five) years effective May 21, 2026 up until May 20, 2031 and 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)	1. Prestige Mulund Realty Private Limited 2. Prestige Warehousing and Cold Storage Services Private Limited 3. Dollars Hotel and Resorts Private Limited 4. I C B I (India) Private Limited 5. Prestige Exora Business Parks Limited 6. Orange Grove Lands Private Limited 7. K2K Infrastructure India 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	Directorships in other Listed Companies – Nil Membership in Committees of Listed Companies – Nil Listed Companies from which Ms. Uzma Irfan has resigned during the last 3 (Three) Financial Years – Nil
Number of shares held in the company	782,250 (0.18%)
Remuneration	In the financial year 2025-26, Ms. Uzma Irfan has drawn a remuneration of ₹ 18 Million. Further, the proposed remuneration to be paid during Ms. Uzma Irfan's tenure as the Whole-Time Director has been captured in the Explanatory Statement that forms part of this Notice.
No. of Board Meetings attended in FY 2025-26	During the financial year 2025-26, Ms. Uzma Irfan has attended all 4 (Four) Board Meetings. The attendance details for FY 2024-25, 2023-24, 2022-23, can be referred to in the Annual Reports of the respective years at www.prestigeconstructions.com

PRESTIGE ESTATES PROJECTS LIMITED

REGD OFF: NO.19, PRESTIGE FALCON TOWERS, NO.19, BRUNTON ROAD, BANGALORE - 560025
CIN: L07010KA1997PLC022322
Email: investors@prestigeconstructions.com
Website: www.prestigeconstructions.com
Phone: +91 80 25591080

ATTENDANCE SLIP

29th Annual General Meeting – Thursday, August 20, 2026

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

I hereby record my presence at the 29h Annual General Meeting of the Company held on Thursday, August 20, 2026 at Prestige Falcon Towers, 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.

PRESTIGE ESTATES PROJECTS LIMITED
REGD OFF: NO.19, PRESTIGE FALCON TOWERS, NO.19, BRUNTON ROAD, BANGALORE - 560025
CIN: L07010KA1997PLC022322
Email: investors@prestigeconstructions.com
Website: www.prestigeconstructions.com
Phone: +91 80 25591080

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 ....

As my/ our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the Twenty-Ninth Annual General Meeting of the Company to be held on Thursday, August 20, 2026 at Prestige Falcon Towers 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, 2026, 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, 2026 and Report of Auditors' thereon.
3	To declare a final dividend of ₹ 2/- per fully paid equity share for the Financial Year 2025-2026.
4	To re-appoint Ms. Uzma Irfan, Director, (DIN: 01216604) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.
Special Business	
5	To ratify the payment of remuneration to M/s P. Dwibedy & Co., Cost Accountants as the Cost Auditor of the Company for the Financial Year 2026-2027.
6	To approve re-designation of Ms. Uzma Irfan as Whole-time Director.
7	Issue of Non-Convertible Debentures on a Private Placement basis.

Signed this ___________<date>

Signature of Shareholder

....

Signature of Proxy holder(s)

....

Affix
₹ 1/-Revenue
Stamp

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.

ROUTE MAP

Prestige Estates Projects Limited

Route Map-AGM Venue

Prestige Falcon Towers, No.19, Brunton Road, Bangalore – 560025