



Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

October 01, 2024

To,
The Chairman
Prestige Estates Projects Limited
Prestige Falcon Tower,
No.19, Brunton Road,
Bengaluru – 560 025.

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.

I, Nagendra D Rao, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Prestige Estates Projects Limited vide resolution dated July 31, 2024 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing e-voting process in a fair and transparent manner and voting on poll conducted for business to be transacted at the 27th Annual General Meeting of the Shareholders of the Company held on September 30, 2024 at 11:30 A.M at Prestige Falcon Tower, No.19, Brunton Road, Bengaluru – 560 025.

Accordingly, Prestige Estates Projects Limited has made arrangement with the system provider viz, Central Depository Services (India) Limited (CDSL) for providing a system of recording votes of the shareholders electronically through e-voting. Necessary instructions in this regard to be followed by the Shareholders have also been duly mentioned in the Annual General Meeting Notice dated July 31, 2024, sent to the shareholders on September 7, 2024 by electronic mode to those members whose e-mail addresses are registered with the Company/depositories, unless any Member has requested for a physical copy of the same.

The shareholders of the Company holding shares as on "cut-off" date September 23, 2024 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting. The total shareholders of the Company as on the "cut-off" date were 171,142.

Pursuant to Rule 20 (4) of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in Business Standard, English Newspaper and in Samyukta Karnataka, Kannada Newspaper on September 10, 2024, informing about the completion of dispatch of the notices along with other related matters mentioned therein.

The e-voting period commenced on Friday, September 27, 2024 at 09.00 a.m. and ended on Sunday, September 29, 2024 at 5.00 p.m.



The votes cast under e-voting and votes facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

After the closure of the voting at the Annual General Meeting, the report on the poll taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The total number of Members present at the 27th Annual General Meeting were **104 (One Hundred and Four)** in person detailed as under.

Sr. No.	Category of Shareholders present in person / proxy	In Numbers
1	Promoter and Promoter Group a. In Person b. Proxy	10 Nil
2	Public a. In Person b. Proxy	93 1
	Total	104

I now submit my Consolidated Report on the e-voting process and poll conducted at the 27th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1: -To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Boards' Report and Report of Auditors' thereon.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	635	40,18,05,327	99.98%
Poll	57	6,253	
Total	692	40,18,11,580	

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	5	80,663	0.02%
Poll	0	0	
Total	5	80,663	



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: As the Number of votes cast in favour of the Ordinary Resolution is **40,18,11,580** (Forty Crore Eighteen Lakhs Eleven Thousand Five Hundred and Eighty) only (i.e. **99.98%**) is more than the number of votes cast against **80,663 (Eighty Thousand Six Hundred and Sixty Three)** only (i.e. **0.02%**), I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

II. Resolution No. 2: -To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and Report of Auditors' thereon.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

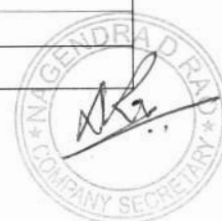
Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	634	40,18,05,325	99.98%
Poll	57	6,253	
Total	691	40,18,11,578	

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	5	80,663	0.02%
Poll	0	0	
Total	5	80,663	

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0



Remarks: As the Number of votes cast in favour of the Ordinary Resolution is **40,18,11,578 (Forty Crores Eighteen Lakhs Eleven Thousand Five Hundred and Seventy Eight)** only (i.e., **99.98 %**) is more than the number of votes cast against **80,663 (Eighty Thousand Six Hundred and Sixty Three)** (i.e., **0.02%**), I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

III. Resolution No. 3: -To declare a final dividend of Rs.1.80/- per fully paid equity share for the Financial Year 2023-2024.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	639	40,20,56,462	99.99%
Poll	57	6,253	
Total	696	40,20,62,715	

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	3	62	0.01%
Poll	0	0	
Total	3	62	

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: As the Number of votes cast in favour of the Ordinary Resolution is **40,20,62,715 (Forty Crores Twenty Lakhs Sixty Two Thousand Seven Hundred and Fifteen)** only (i.e., **99.99 %**) is more than the number of votes cast against **62 (Sixty Two)** only (i.e., **0.01%**), I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

IV. Resolution No. 4: - To re-appoint Mr. Noaman Razack, Director, (DIN:00189329) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Type of Resolution - Ordinary Resolution



(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	580	39,90,60,002	99.26%
Poll	57	6,253	
Total	637	39,90,66,255	

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	67	29,72,747	0.74%
Poll	0	0	
Total	67	29,72,747	

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: As the Number of votes cast in favour of the Ordinary Resolution is **39,90,66,255 (Thirty Nine Crores Ninety Lakhs Sixty Six Thousand Two Hundred and Fifty Five)** only (i.e., **99.26%**) is more than the number of votes cast against **29,72,747 (Twenty Nine Lakhs Seventy Two Thousand Seven Hundred and Forty Seven)** (i.e., **0.74%**), I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

V. Resolution No. 5: - To re-appoint Mr. Irfan Razack (DIN:00209022) as Chairman and Managing Director.

Type of Resolution – Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	495	12,10,58,999	86.76%
Poll	57	6,253	
Total	552	12,10,65,252	



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	150	1,84,73,750	13.24%
Poll	0	0	
Total	150	1,84,73,750	

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: As the Number of votes cast in favour of the Special Resolution is **12,10,65,252 (Twelve Crores Ten Lakhs Sixty Five Thousand Two Hundred and Fifty Two)** only (i.e., **86.76%**) is more than 3 times the number of votes cast against **1,84,73,750 (One Crore Eighty Four Lakhs Seventy Three Thousand Seven Hundred and Fifty)** only (i.e., **13.24%**), I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

Note: 262,500,000 shares cast in favour by the Promoter and Promoter Group through e-voting has not been considered, since they are interested in the Resolution.

VI. Resolution No. 6: -To re-appoint Mr. Rezwan Razack (DIN: 00209060) as Joint Managing Director of the Company:

Type of Resolution – Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	586	13,59,34,597	97.42%
Poll	57	6,253	
Total	643	13,59,40,850	



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	55	35,98,152	2.58%
Poll	0	0	
Total	55	35,98,152	

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: As the Number of votes cast in favour of the Special Resolution is **13,59,40,850 (Thirteen Crore Fifty Nine Lakhs Forty Thousand Eight Hundred and Fifty)** only (i.e., **97.42%**) is more than 3 times the number of votes cast against **35,98,152 (Thirty Five Lakhs Ninety Eight Thousand One Hundred and Fifty Two)** only (i.e., **2.58%**), I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

Note: 262,500,000 shares cast in favour by the Promoter and Promoter Group through e-voting has not been considered, since they are interested in the Resolution.

VII. Resolution No. 7: - To re-appoint Mr. Noaman Razack (DIN: 00189329) as Whole-time Director of the Company:

Type of Resolution –Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	584	13,58,82,438	97.38%
Poll	57	6,253	
Total	641	13,58,88,691	



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	60	36,50,311	2.62%
Poll	0	0	
Total	60	36,50,311	

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remark: As the Number of votes cast in favour of the Special Resolution is **13,58,88,691 (Thirteen Crores Fifty Eighty Lakhs Eighty Eight Thousand Six Hundred and Ninety One)** only (i.e., **97.38%**) is more than 3 times the number of votes cast against **36,50,311 (Thirty Six Lakhs Fifty Thousand Three Hundred and Eleven)** only (i.e., **2.62%**), I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

Note: 262,500,000 shares cast in favour by the Promoter and Promoter Group through e-voting has not been considered, since they are interested in the Resolution.

VIII. Resolution No. 8: - To approve the regularization of appointment of Mr. T. Srikanth Bhagavat (DIN: 00188587) as Non-Executive Independent Director of the Company

Type of Resolution –Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	623	40,18,63,563	99.96%
Poll	57	6,253	
Total	680	40,18,69,816	



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	16	169,186	0.04%
Poll	0	0	
Total	16	169,186	

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remark: As the Number of votes cast in favour of the Special Resolution is **40,18,69,816 (Forty Crores Eighteen Lakhs Sixty Nine Thousand Eight Hundred and Sixteen)** only (i.e., **99.96%**) is more than 3 times the number of votes cast against **169,186 (One Lakh Sixty Nine Thousand One Hundred and Sixteen)** only (i.e., **0.04%**), I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

XI. Resolution No. 9: - To ratify the payment of remuneration to M/s P. Dwibedy & Co. Cost Auditor of the Company for the Financial Year 2024-2025.

Type of Resolution - Ordinary Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	632	40,20,16,272	99.99%
Poll	57	6,253	
Total	689	40,20,22,525	

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	4	74	0.01%
Poll	0	0	
Total	4	74	



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remarks: As the Number of votes cast in favour of the Ordinary Resolution is **40,20,22,525 (Forty Crores Twenty Lakhs Twenty Two Thousand Five Hundred and Twenty Five)** (i.e., **99.99%**) is more than the number of votes cast against **74 (Seventy Four)** (i.e., **0.01%**), I report that the Ordinary Resolution **has been passed** by the Shareholders with requisite majority.

X. Resolution No. 10: - Issue of Non-Convertible Debentures on a Private Placement basis

Type of Resolution –Special Resolution

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast in favour of the resolution
E-voting	634	40,20,32,676	99.99%
Poll	57	6,253	
Total	691	40,20,38,929	

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voted through electronic system and Poll at the venue.	Number of Votes Cast Against the Resolution	% of total number of valid votes cast against the resolution
E-voting	5	73	0.01%
Poll	0	0	
Total	5	73	

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	0	0
Poll	0	0
Total	0	0

Remark: As the Number of votes cast in favour of the Special Resolution is **40,20,38,929 (Forty Crores Twenty Lakhs Thirty Eight Thousand Nine Hundred and Twenty Nine)** only (i.e., **99.99%**) is more than 3 times the number of votes cast against **73 (Seventy Three)**



(i.e., **0.01%**), I report that the Special Resolution as set out above **has been passed** by the Shareholders with requisite majority.

The register, all other papers and relevant records relating to voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking You,
Yours Faithfully,



Nagendra D Rao
Practising Company Secretary
Peer Review Certificate No.: 672/2020

UDIN: F005553F001410198