



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

July 29, 2024

To,  
The Chairman,  
Prestige Estates Projects Limited,  
Prestige Falcon Towers,  
No 19 Brunton Road,  
Bangalore - 560 025.

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.**

I, Nagendra D. Rao, Practising Company Secretary have been appointed as the Scrutinizer by the Board of Directors of Prestige Estates Projects Limited (the Company) vide their Board Resolution dated June 21, 2024 to conduct the Postal Ballot process in respect of the following Resolutions as circulated (more detailed) in the Postal Ballot Notice dated June 21, 2024.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Nature of Resolution</b>
1.	Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding 5,000 crores.	Special Resolution
2.	To re-appoint Ms. Neelam Chhiber (DIN: 00838007) as Non-Executive Independent Director of the Company.	Special Resolution

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read together with Rule 20 and Rule 22 of the Companies Management and Administration) Rules, 2014, ('the Rules'), (including any statutory modification or re-enactment thereof for the time being in force) read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No.11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), and Regulation 44 of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, Secretarial Standard-2 on General Meetings (SS-2), via Postal Ballot only through remote E-voting (Voting through Electronic means) for the above said resolutions.

Accordingly, the company 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 Postal Ballot Notice dated June 21, 2024. The Postal Ballot Notice has been sent to the shareholders by email Thursday, June 27, 2024 to their registered e-mail id's who have registered their email addresses with their Depositories / Depository Participant/the Company's Registrar and Share Transfer Agent, Link Intime Indian Private limited. Pursuant to the MCA Circulars and the Circulars issued by SEBI, the Company has sent notice by e-mail only to all its shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository(ies).

Total shareholders of the Company as on the cut-off date i.e., **Friday, June 21, 2024** were **1,53,759 (One Lakh Fifty-Three Thousand Seven Hundred Fifty-Nine)** only.

Pursuant to Rule 22 (3) of the Companies (Management and Administration) Rules, 2014 and Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an advertisement was published by the Company in 'Business Standard' in English and 'Samyuktha Karnataka' in Kannada on Saturday, June 29, 2024, informing about the completion of dispatch of the postal ballot notice through email along with the details of activities with respect to Postal Ballot Notice.

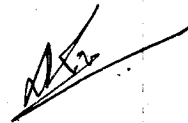
The e-voting period commenced at 9.00 a.m. on Friday, June 28, 2024 and ended on Saturday, July 27, 2024 at 5.00 p.m. IST

All votes cast electronically through [www.evotingindia.com](http://www.evotingindia.com) in up to 5.00 p.m. on Sunday, July 27, 2024 being the last date and time fixed for voting, were considered for my scrutiny.

I have received a complete record of votes cast by electronic mode through [www.evotingindia.com](http://www.evotingindia.com). From Central Depository Services (India) Limited ('CDSL'), the agency for providing e-voting facility to the Shareholders of the Company.

In respect of the above-mentioned resolutions, I hereby submit my report on the total votes cast electronically as detailed hereunder:

**I. Resolution No. 1: Approval to raise capital by way of public or private offerings including through a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount not exceeding 5,000 crores.**



Type of Resolution: **Special Resolution.**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
<b>667</b>	<b>36,98,21,903</b>	<b>99.99%</b>

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
<b>26</b>	<b>15,810</b>	<b>0.01%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
<b>Nil</b>	

Result - Resolution No. 1: As the Number of votes cast in favour of the Special Resolution is **36,98,21,903 (Thirty Six Crore Ninety Eight Lakhs Twenty One Thousand Nine Hundred and Three) ( i.e 99.99%) is more than 3 times the number of votes cast against 15,810 (Fifteen Thousand Eight Hundred and Ten) ( i.e 0.01%)**, I report that the Special Resolution as set out in the Notice of Postal Ballot dated Friday, June 21, 2024, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed by the Shareholders with requisite majority.**

**II Resolution No. 2: To re-appoint Ms. Neelam Chhiber (DIN: 00838007) as Non-Executive Independent Director of the Company.**

Type of Resolution: **Special Resolution.**

(i) Voted in favour of the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
<b>649</b>	<b>36,95,49,033</b>	<b>99.92%</b>

(ii) Voted against the Resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
<b>44</b>	<b>2,88,673</b>	<b>0.08%</b>



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by Them
<b>Nil</b>	

**Result** - Resolution No. 2: As the Number of votes cast in favour of the Special Resolution is **36,95,49,033 (Thirty Six Crore Ninety Five Lakhs Forty Nine Thousand Thirty Three) ( i.e 99.92%)** is more than 3 times the number of votes cast against **2,88,673 (Two Lakhs Eighty Eight Thousand Six Hundred Seventy Three) ( i.e 0.08%)**, I report that the Special Resolution as set out in the Notice of Postal Ballot dated Friday, June 21, 2024, under section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **has been passed by the Shareholders with requisite majority.**



A handwritten signature in black ink, appearing to read 'Nagendra D. Rao', written over a horizontal line.

Nagendra D. Rao  
Practicing Company Secretary  
Membership No. FCS – 5553  
Certificate of Practice – 7731  
Peer Reviewed Unit  
Peer Review Certificate No.: 672/2020  
UDIN: F005553F000843445