

Board's Report

To the Members,

The Directors present the Board's Report on business operations and affairs of Prestige Estates Projects Limited (the "Company" or "PEPL") along with the audited Standalone and Consolidated financial statements for the Financial Year ended March 31, 2022.

PERFORMANCE OF YOUR COMPANY

1. FINANCIAL HIGHLIGHTS

(₹ in million)

Particulars	Standalone Results		Consolidated Results	
	FY 2021-22	FY 2020-21	FY 2021-22	FY 2020-21
Income				
Revenue from Operations	45,592	40,542	65,895	72,419
Other Income	3,116	1,744	2,107	2,435
Total Income	48,708	42,286	66,002	74,854
Expenses				
(Increase)/ decrease in inventory	16,952	8,349	5,652	17,895
Contractor cost	7,714	8,034	15,048	12,567
Purchase of material	1,583	1,647	3,848	2,949
Purchase of completed units	(97)	1,448	(97)	1,448
Land cost	3,591	6,572	7,986	6,992
Rental expenses (net of waivers)	(9)	71	5	62
Facility management expenses	398	549	1,083	1,230
Rates and taxes	1,964	546	5,379	1,530
Employee benefits expense	2,287	2,068	4,510	4,203
Finance costs	2,952	4,915	5,553	9,793
Depreciation and amortization expense	2,846	3,064	4,710	5,926
Other expenses	2,928	1,852	5,146	3,960
Total Expenses	43,109	39,115	58,823	68,555
Profit before exceptional items and tax	5,599	3,171	7,179	6,299
Exceptional items	5,399	(813)	8,079	27,926
Share of profit / (loss) from associates/ jointly controlled entities (Net of tax)	-	-	(165)	(250)
Profit before tax	10,998	2,358	15,093	33,975
Tax expense	1,525	230	2,945	5,193
Net Profit for the year	9,473	2,128	12,148	28,782
Other Comprehensive Income (net of tax)	12	8	33	38
Total Comprehensive Income	9,485	2,136	12,181	28,820
Total comprehensive income for the year attributable to:				
Owners of the Company	-	-	11,533	27,861
Non-controlling interests	-	-	648	959

There have been no material changes or commitments affecting the financial position of the Company which have occurred between March 31, 2022 and the date of this report.

2. BUSINESS:

Business Overview

Prestige Estates Projects Limited, is a Public Limited Company with its Equity Shares listed on the BSE Limited and National Stock Exchange of India Limited. The Authorized Share Capital of the Company is

₹ 4,500,000,000/- divided into 450,000,000 Equity Shares of ₹ 10/- each and the Issued, Subscribed and Paid-Up Share Capital of the Company is ₹ 4,008,616,540/- divided into 400,861,654 Equity Shares of ₹ 10/- each.

The Company operates in the real estate industry in general in the following verticals.

- Residential
- Office
- Retail
- Hospitality
- Services

Financial Highlights (Consolidated)

During the FY 2021-22, the Company has reported Income from operations of ₹ 66,002 Mn EBITDA of ₹ 17,442 mn and PAT of ₹ 12,148 mn EBITDA margin stood at 26.43% and PAT margin stood at 18.41%. During the corresponding FY 20-21, the Company had reported Income from operations of ₹ 74,854 Mn, EBITDA of ₹ 22,018 Mn and PAT of ₹ 28,782 Mn. EBITDA margin stood at 29.41% and PAT margin stood at 38.45%.

Operational Highlights

During the FY 2021-22, the Company has sold 8,883 residential units and 0.67 Mn Sq Ft of commercial space, which translates to sales of ₹ 1,03,822 mn During the corresponding FY 2020-21, the Company has sold 4,893 Residential units and 0.38 Mn Sq Ft of commercial space, which translates to sales of ₹ 54,608 Mn.

Collections

Total collections for the year ended March 31, 2022 aggregated to ₹ 74,664 Mn (Prestige share of collections for the year aggregated to ₹ 57,692 mn). Total collections for the year ended March 31, 2021 aggregated to ₹ 50,752 Mn. (Prestige share of collections for the year aggregated to ₹ 40,323 Mn).

Launches

During the period under review, Company has maintained high demand from the customers for its projects. During the year Company has launched 16.77 mn. Sq. ft.

Completions

16 projects with Built up Area of 14.26 mn. sq. ft. across segments & geographies were completed during the year.

3. TRANSFER TO GENERAL RESERVES:

During the year the Company has transferred 250 mn to General Reserve.

4. DIVIDEND

The Board of Directors of the Company have recommended a dividend of ₹ 1.5 (15%) per Equity Share of ₹ 10/- each which is subject to approval of shareholders in the ensuing Annual General Meeting of the Company.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no material change in the nature of Business carried out by the Company during the period under review.

6. SHARE CAPITAL :

As informed above, the authorized share capital of the Company is ₹ 4,500,000,000/- divided into 450,000,000 Equity Shares of ₹ 10/- each and the Issued, Subscribed and Paid-Up Share Capital of the Company is ₹ 4,008,616,540/- divided into 400,861,654 Equity Shares of ₹ 10/- each as on March 31, 2022.

7. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under review, there was no change in Board of directors of the Company.

The composition of the Board is elaborated in the Corporate Governance Report.

On June 8, 2021, Mr. V V B S Sarma has resigned as Chief Financial Officer of the Company.

The Board on recommendation of Nomination and Remuneration Committee has appointed Mr. Amit Mor as Chief Financial Officer w.e.f. June 8, 2021.

8. CHANGES IN SUBSIDIARIES AND ASSOCIATES:

As described elsewhere in the report, the Company operates in the following verticals and the changes are mentioned herewith:

- **Residential Vertical** - The Company continues to be the apex entity for the Residential Vertical and shall continue to hold residential assets and all future residential developments would continue to be undertaken by the Company.
- **Commercial Vertical** - Prestige Exora Business Parks Limited, wholly owned subsidiary of the Company continues to be the apex entity for the Commercial Vertical.
- **Retail Vertical** - Prestige Retail Ventures Limited, wholly owned subsidiary of the Company continues to be the apex entity for the Retail Vertical.
- **Hospitality Vertical** - Prestige Hospitality Ventures Limited, wholly owned subsidiary of the Company continues to be the apex entity for the Hospitality Vertical.
- **Services Vertical** - The Company through its subsidiaries provides Fit out services, Interior Designs and Execution, manufacturing of doors, concrete block, execution of civil works Facilities & Property Management and Project & Construction Management for all its projects.

Acquisitions during the fiscal:

Aristo Developers Private Limited

The Company had received the right to acquire 100% equity share capital of Aristo Developers Private Limited, in accordance with the Resolution Plan approved by National Company Law Tribunal on 23 March 2021. The Company, has acquired the control upon implementation of the approved Resolution Plan.

Prestige Century Megacity and Prestige Century Landmark

The company has acquired 45% stake in M/s Prestige Century Megacity and 55% stake in M/s. Prestige Century Landmark. These partnership firms hold land in North Bangalore, which will be developed as office space in the near future.

Shipco Infrastructure Private Limited

The company has acquired through its subsidiary 70% equity stake in Shipco Infrastructure Private Limited to create logistics and warehousing space.

Divestments during the fiscal:

Divestment of asset(s) / undertaking(s) / direct or indirect interest of the Company in various commercial offices, under construction office assets, retail assets.

As per the approval of members of the Company in the Extra-ordinary General Meeting held on December 11, 2020, the Company has directly/indirectly divested 100% of its stake in Dashanya Tech Parkz Private Limited, 85% of its stake in Vijaya Productions Private Limited and 50% of its stake in Prestige Beta Projects Private Limited.

Prestige City Estates Private Limited

The company has divested its entire stake in Prestige City Estates Private Limited to CPP Investment Board Private Holdings (4) Inc., an affiliate of Canada Pension Plan Investment Board. Prestige City Estates Private Limited owns the Commercial project viz., Prestige RMZ Star Tech.

Scheme of Arrangement of Business Undertakings of Subsidiaries

During the year ended 31 March 2022, the Group has received approvals from NCLT for Scheme of Arrangement for Demerger of certain business undertakings held in subsidiaries of the Company effective from March 10, 2021.

9. SIGNIFICANT OR MATERIAL ORDERS PASSED BY REGULATORS/ COURTS:

There were no material orders passed during the year under review.

10. CONSOLIDATED FINANCIAL STATEMENTS:

The Company as on March 31, 2022 has Twenty Five (25) Subsidiaries and Five (5) Associate Companies within the meaning of Section 2(87) and Section 2(6) of the Companies Act, 2013 (hereinafter referred to as the 'Act' in this Report). There has been no material change in the nature of business of the Subsidiaries/Associates.

The Consolidated Financial Statements of the Company, its Subsidiaries and Associate Companies are prepared in accordance with the provisions of Section 129 of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Consolidated Financial Statements presented by the Company include the financial results of its Subsidiaries /Associates. Pursuant to Section 129(3) of the Act, a separate statement containing the salient features of the financial performance of Subsidiaries / Associates of the Company in the prescribed Form AOC-1 is provided in Annexure I to the Report.

Pursuant to provisions of Section 136 of the Act, the Financial Statements of the Company, Consolidated Financial Statements along with relevant documents

and separate Audited Accounts in respect of Subsidiaries are available on the website of the Company.

11. BOARD OF DIRECTORS AND ITS COMMITTEES:

Composition of the Board of Directors

As on March 31, 2022, the Board of Directors of the Company consists of Nine (9) Directors of which Four (4) are Executive Promoter Directors and remaining Five (5) are Non -Executive Independent Directors.

None of the Directors of the Company are disqualified under Section 164(2) of the Companies Act, 2013.

Board Meetings

The Board met four (4) times during the year under review and the intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The dates of the meetings are as below:

Sl. No.	Date of the Meeting
1.	June 08, 2021
2.	August 10, 2021
3.	November 11, 2021
4.	February 09, 2022

Independent Directors Meeting

As per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI (LODR) Regulations, a separate meeting of the Independent Directors of the Company was held on March 11, 2022 without the presence of the Chairman & Managing Director or Executive Directors or other Non-Independent Directors or the Chief Executive Officer or Chief Financial Officer or any other Management Personnel.

Committees of the Board

The composition of various Committees of the Board and their meetings including the terms of reference are detailed in the Corporate Governance Report forming part of the Annual Report.

Re-appointment of a Director retiring by rotation

In terms of Section 152 of the Companies Act, 2013, Ms. Uzma Irfan, Director, (DIN: 01216604) is liable to retire by rotation at the ensuing Annual General Meeting; and being eligible, offers herself for re-appointment. The Board of Directors, based on the recommendation of Nomination & Remuneration Committee have recommended the re-appointment of Ms. Uzma Irfan, Director, who is liable to retire by rotation.

The Notice convening the Annual General Meeting includes the proposal for the re-appointment of the Director as aforesaid. Brief resume of the Director proposed to be re-appointed, nature of her expertise in specific functional areas and names of the Companies in which she holds directorship/ membership/ chairmanship of the Board or Committees, as stipulated under SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 have been provided as an annexure to the Notice convening the Twenty Fifth Annual General Meeting.

Declaration by Independent Directors

The Independent Directors of the Company have provided the declaration of Independence as required under Section 149(7) of the Companies Act, 2013, confirming that they meet the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annual Performance evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee and the Board have laid down the manner in which formal annual evaluation of the Board, its Committees, and Individual Directors has to be made.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and Non-independent Directors was carried out by the Independent Directors in the following manner:

- Evaluation of performance of Non-independent Directors and the Board of Directors of the Company as a whole;
- Evaluation of performance of the Chairman of the Company, taking into account, views of Executive and Non-Executive Directors;
- Evaluation of quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Directors Responsibility Statement

As required by Section 134(5) of the Companies Act, 2013, your Board of Directors hereby confirm that

- in the preparation of the Annual Financial Statements for the year ended March 31, 2022, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2021-22 and of the profit of the Company for that period;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets

of the Company and for preventing and detecting fraud and other irregularities;

- the Annual Financial Statements have been prepared on a Going Concern basis;
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively; and
- the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively.

Corporate Governance Report

A detailed Report on Corporate Governance and a Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance forms part of this Annual Report.

Management Discussion and Analysis Report

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of this Annual Report.

Business Responsibility Report

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the inclusion of Business Responsibility Report ("BRR") as the part of Annual Report for top one thousand listed companies based on the market capitalization as on March 31, every year. The Report has been mandated by SEBI for providing Initiatives taken by the Companies from Environmental, Social and Government perspective. In Compliance with the regulation, the Company has provided the BRR for the year 2021-22 as part of this Annual Report. The policies are available at the website of the Company www.prestigeconstructions.com

12. AUDIT RELATED MATTERS:

Audit Committee

The terms of reference of the Audit Committee are in consonance with the requirements spelt out in Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Composition of the Audit Committee is mentioned in the Corporate Governance Report which forms part of this Annual Report.

Statutory Auditors & Report thereon

M/s. S. R. Battiboi & Associates LLP, Chartered Accountants, Bengaluru (FRN 101049W/E300004) were appointed as Statutory Auditors of the Company at the 20th Annual General Meeting of the Company held on September 27, 2017 to hold office till the ensuing Annual General Meeting and is eligible for re-appointment.

The Company had received confirmation from the Auditors to the effect that their appointment, if made, will be in accordance with the limits specified under the Companies Act, 2013 and the firm satisfies the criteria specified in Section 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit & Auditors) Rules, 2014.

The Board is of the opinion that continuation of M/s. S. R. Batliboi & Associates LLP, as statutory auditors will be in the best interests of the Company and therefore, the members are requested to consider their re-appointment as Statutory Auditors of the Company, for a term of five years, from the conclusion of the ensuing Annual General Meeting, till the Annual General Meeting to be held in the year 2027, at such remuneration mutually agreed by the Board.

The auditor's report for the year ending March 31, 2022 forms part of this Annual Report.

Statutory Auditors Qualification / Comment on the Company's Standalone Financial Statements

There are no qualifications or adverse remarks in the Statutory Audit Report on the Standalone Financial Statements.

Secretarial Auditor & Report thereon

Pursuant to Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014, Secretarial Audit for the Financial Year 2021-22 has been carried out by Mr. Nagendra D. Rao, Practicing Company Secretary, Bengaluru (Membership No. FCS: 5553, COP: 7731)

The Report of the Secretarial Audit in Form MR-3 for the Financial Year ended March 31, 2022 follows as Annexure II to the Report. In the said report, the Secretarial Auditor has also commented that information as required under Section 134(q) of the Companies Act, 2013 read with rule 5(1)(ii) and (ix) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, remuneration details of Chief Executive Officer, Chief Financial Officer and Company Secretary has not been disclosed in the Board's Report. Your Directors stated that with a view to ensure healthy & cordial human relations at all levels and considering the confidential nature of the information, the remuneration details of Chief Executive Officer, Chief Financial Officer and Company Secretary have not been disclosed in the interest of the Company. However on a request from any shareholder or any regulatory authority, the same shall be shared separately.

Cost Auditor & Report thereon

The Cost Audit Records are maintained in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014. There are no qualifications or adverse remarks in the Cost Audit Report which require any explanation from the Board of Directors.

Based on the recommendations of the Audit Committee, the Board of Directors have re-appointed M/s. P. Dwibedy & Co, Cost Accountants, Bengaluru (FRN-100961) as the Cost Auditors of the Company for the Financial Year 2022-23.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014, the Remuneration payable to the Cost Auditors for the FY 2022-23 is subject to ratification by the Shareholders of the Company and the same is being put to shareholders at the ensuing Annual General Meeting. The Notice convening the Annual General Meeting contains the proposal for ratification of the remuneration payable to the Cost Auditors.

Internal Financial Controls

The Board of Directors of your Company have laid down Internal Financial Controls to be followed by the Company and such Internal Controls are adequate and operating effectively. Your Company has adopted policies and procedures for ensuring orderly and efficient conduct of its Business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures.

In view of growth of business and activities, the Board of Directors of the Company had re-appointed M/s. Grant Thornton India LLP as the Internal Auditor.

During the year under review, these controls were evaluated and no significant weakness was identified either in the design or operation of the controls.

Fraud Reporting

There have been no instances of fraud reported by Auditors under Section 143(12) of the Companies Act, 2013 and Rules framed thereunder either to the Company or to the Central Government.

13. DISCLOSURE ON CONFIRMATION WITH SECRETARIAL STANDARDS:

The Directors confirm that the mandatory Secretarial Standards on Board and General Meetings issued by the Institute of Company Secretaries of India in accordance with the applicable provisions of Companies Act, 2013 and rules made thereunder, have been duly complied with.

14. POLICY MATTERS:

Directors Appointment and Remuneration Policy

The Directors of the Company are appointed by the Members at the Annual General Meetings in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.

The Company has adopted the provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to the Appointment and Tenure of Independent Directors.

The Company has also adopted Remuneration policy for Directors, Key Managerial Personnel and Senior Management Personnel and the same is available at the Company website www.prestigeconstructions.com

Board Diversity Policy

The Company recognizes and embraces the importance of a diverse Board in its success. A truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, age, race and gender etc., which will help the Company to retain its competitive advantage. The Policy on Board Diversity has been adopted by the Company and available at the website www.prestigeconstructions.com

Nomination and Remuneration Policy

The Nomination and Remuneration Committee has formulated a policy for determining qualifications, positive attributes and independence of Directors and a policy relating to the remuneration for the Directors, Key Managerial Personnel and Senior Management Personnel of the Company. The Remuneration paid is as per the Nomination and Remuneration Policy formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company. The Nomination & Remuneration policy is available at the website of the Company www.prestigeconstructions.com

Risk Management Policy

The Board has constituted a Risk Management Committee which is entrusted with the task of monitoring and reviewing the Risk Management Plan and procedures of the Company. This acts as a supplement to the Internal Control Mechanism and Audit function of the Company. The Risk Management Policy is available at the website of the Company www.prestigeconstructions.com

Corporate Social Responsibility Policy

The Corporate Social Responsibility Policy has been formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors and is available at the website of the Company at www.prestigeconstructions.com

The activities pertaining to Corporate Social Responsibility is detailed in Annexure III to the Report.

Whistle Blower Policy (Vigil Mechanism)

The Company has established a Vigil Mechanism to promote ethical behavior in all its business activities and has in place, a mechanism for employees to report any genuine grievances, illegal or unethical behavior, suspected fraud or violation of laws and regulations and can report the same to the Chief Vigilance Officer and the Audit Committee Chairman of the Board of the Company. The whistle blower policy is available at the website of the Company www.prestigeconstructions.com

Prevention of Sexual Harassment Policy

As a part of the policy for Prevention of Sexual Harassment in the organization, Your Company has in place, an effective system to prevent and redress complaints of sexual harassment of women at work place in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and relevant rules thereunder. During the year under review, there have been no instances of any complaints. The policy can be accessed at our website www.prestigeconstructions.com

Policies related to Business Responsibility Reporting

During the year, the Board of the Company has adopted the requisite policies as detailed below as per the requirement of Business Responsibility Reporting. This year, a detailed report on the same has been given and forms part of the Annual Report.

- Ethics, Transparency and Accountability Policy
- Products, Lifecycles Sustainability Policy
- Employees Wellbeing Policy
- Stakeholder Engagement Policy
- Human Rights Policy
- Environment Policy
- Policy Advocacy
- Inclusive Growth Policy
- Customer Value Policy

Dividend Distribution Policy

Board has adopted a Dividend Distribution Policy, which is available on the website of the Company <https://www.prestigeconstructions.com/admin/uploads/investors/pepl-policies/dividend-distribution.pdf>

Prevention of insider trading Policy

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to regulate trading in securities by the Directors and designated employees of the Company. The Board of Directors of the Company have amended the policy pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which are effective from April 1, 2019, which is available on the website of the Company www.prestigeconstructions.com.

15. OTHER MATTERS:

A. Non-Convertible Debentures

During the year 2018-19, the Company issued 3500 rated, unlisted, secured, redeemable, Non-Convertible Debentures ("NCD") of ₹ 1,000,000/- each at par (total amount aggregating to Rupees Three thousand five hundred millions). Interest on these debentures is being paid on a quarterly basis.

The debentures are repayable in two tranches, Tranche 1 - ₹ 1,000 Mn in August 2021 and Tranche 2 - ₹ 2,500 Mn in August 2023. During the year, the Company has redeemed the Tranche 1 debenture.

During the year 2021-2022, the Company issued 2600 senior, secured, redeemable rated, listed Non-Convertible Debentures ("NCD") of ₹ 1,000,000 (Rupees One million only) each at par (total amount aggregating to Rupees Two Thousand and Six Hundred Million). Interest on these debentures is being paid on quarterly basis. The Company also issued 2400 senior, secured, redeemable, rated, listed Non-Convertible Debentures ("NCD") of ₹ 1,000,000 (Rupees One million only) each at par (total amount aggregating to Rupees Two Hundred Forty Crores). Interest on these debentures is being paid on quarterly basis.

B. Deposits

During the year under review, the Company has not accepted any Deposits in terms of Chapter V of the Companies Act 2013, read with the Companies (Acceptance of Deposit) Rules, 2014.

C. Awards and Recognitions

Your Company has been bestowed with various awards during the period under review, the details of which are provided in the separate section in the Annual Report titled 'Awards & Recognition'.

16. HUMAN RESOURCES:

Employee Relations remained cordial throughout the year at all levels. Your Company would like to place its appreciation for all the hard work, dedication and efforts put in by all the employees.

As on March 31, 2022, the Company had employee strength of 1124. Further, total employees of the company including its subsidiaries, associate and jointly controlled entities stood at 9034.

Information as required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is elaborated in Annexure IV of this report.

17. EXTRACT OF ANNUAL RETURN:

As per the requirements of Section 92(3) of the Act and the rules made thereunder, the extract of the annual return as on March 31, 2022 is available on the Company's website at <https://www.prestigeconstructions.com/investors-downloads-financial-performance/>

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are laid out in Annexure II to Note No 53 of Notes forming part of the Financial Statements.

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered into, by the Company during the Financial Year, with Related Parties were in the ordinary course of business on an arm's length price basis. During the year, the Company has not entered into any contract / arrangement / transaction with Related Parties which could be considered material. AOC -2 has been attached to this report as Annexure VI.

20. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

a) Conservation of energy

The Company continues to make energy savings efforts wherever possible and as part of Green Initiative, IGBC-LEED requirements and the Energy Conservation Code, the following Energy Conservation measures are continued to be undertaken:

- Use of Solar Lighting for landscape,
- Use of VFDs,
- Use of more renewable energy
- Use of CFL's LEDs in lighting of common areas,
- Use of daylight sensors in office areas,
- Use of lighting management system with timers for external lighting.
- Use of timer control for all air conditioning units as per peak and non-peak periods to save Energy during non-peak hours.
- Water saving Aerator Taps in Guest rooms, Public areas to save water.
- STP Water Recycling: All sewage water is recycled, and pumped out to serve as water for gardening, Cooling tower and Guest room toilet flushing purposes.

b) Technology absorption

The Company continues to strive for new technological innovations that can enhance the product quality, increase process speed and reduce adverse impact on the environment. Some of the measures that are continued to be used are as follows:

- Use of low flow toilet fixtures with sensors, concealed valves etc.,
- Use of STP treated water for flushing, landscaping and air conditioning.

- Harvesting rain water in the form of deep well recharging, collection, treatment and use of terrace storm water etc.,
- Increased use of water-cooled chillers.
- Use of centralized LPT reticulation system with piped gas supply to individual flats.

c) Foreign exchange earnings and Outgoing

- i) Earnings and Expenditure on foreign currency on accrual basis)

(₹ in Million)		
Particulars	March 31, 2022	March 31, 2021
Earnings in Foreign exchange	Nil	Nil
Expenditure in Foreign exchange		
Professional & Consultancy charges incurred on projects	14.35	25.17
Travelling expenses	38.27	55.64
Selling & business promotion expenses	7.14	10.00
Other Expenses	23.06	13.14
Total Expenditure	82.82	103.95

- ii) Value of Imports on CIF basis:

Particulars	March 31, 2022	March 31, 2021
Components for projects	-	-
Capital goods	0.43	4.99

21. CORPORATE GOVERNANCE

In accordance with Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate report on Corporate Governance forms part of this report.

A certificate from Mr. Nagendra D Rao, Practicing Company Secretary affirming compliance with the various conditions of Corporate Governance in terms of the Listing Regulations given in a separate section of the Annual Report.

22. GREEN INITIATIVES:

Electronic copies of the Annual Report 2022 and Notice of the Twenty-fifth Annual General Meeting ("AGM") are being sent to all the members whose email address is registered with the Company/Depository participant(s). For members who have not registered their email address, physical copies of the Annual Report 2022 and the Notice of the Twenty-fifth AGM are being sent in the permitted mode.

The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice of the Twenty-fifth AGM. This is pursuant to Section 108 of the Companies Act, 2013 read with applicable Rules and in accordance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The instructions for e-voting are provided in the Notice to the AGM.

23. THE DETAILS OF APPLICATION MADE OR PROCEEDINGS PENDING, IF ANY, UNDER THE INSOLVENCY AND BANKRUPTCY CODE:

The Company has neither filed an application during the year under review nor any proceedings are pending under the Insolvency and Bankruptcy Code, 2016 as at March 31, 2022.

24. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

No such event has occurred during the year under review.

25. ACKNOWLEDGMENTS:

The Board of Directors take this opportunity to sincerely thank the Company's valued Customers, Clients, Suppliers, Vendors, Investors, Bankers and Shareholders for their trust and continued support towards the Company. The Board expresses its deepest sense of appreciation to all the employees at all levels whose professional committed initiative has laid the foundation for the organization growth and success.

**For and on behalf of Board of Directors of
Prestige Estates Projects Limited**

Irfan Razack
Chairman and Managing Director
DIN: 00209022

Place: Bengaluru
Date: May 26, 2022

Rezwan Razack
Joint Managing Director
DIN: 00209060