



PRIME URBAN DEVELOPMENT INDIA LIMITED

Corporate Identity Number (CIN): L70200TZ1936PLC000001
Regd. Office: 110, Avanashi Road, Gandhinagar Post, Tirupur – 641 603, Tamil Nadu
Email: companysecretary@ptlonline.com, Website: www.ptlonline.com
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POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time (hereinafter referred to as the “Rules”) that, the Special Resolution(s) in respect of matters as set out in accompanying Postal Ballot Notice are proposed to be transacted by way of Postal Ballot.

An Explanatory Statement pertaining to the said Resolution(s) setting out material facts in respect of the same is annexed hereto. This Postal Ballot Notice together with Postal Ballot form is being sent to you for your consideration.

The Board of Directors of the Company (the “Board”) has appointed Dr. S. K. Jain, Proprietor of S. K. Jain & Co., Practising Company Secretary (FCS:1473/COP:3076) for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic Voting (**Remote e- Voting**) facility as an alternative to its Members to cast their votes electronically instead of casting the vote using physical Postal Ballot Form. The Company has engaged Central Depository Services (India) Limited (“**CDSL**”), an Agency authorized by the Ministry of Corporate Affairs (“**MCA**”) for providing e-voting platform. The Procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

Members who wish to cast their votes physically through Postal Ballot Form are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed in the attached self addressed postage pre-paid envelope so as to reach the Scrutinizer on or before August 12, 2016.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company as authorized by the Board of Directors, after completion of scrutiny of physical Postal Ballot Papers/ e-voting but not later than two days from the date of conclusion of the Postal Ballot process, and the result of the Postal Ballot will be announced at 5.00 p.m (IST) on Tuesday, 16th August, 2016 at the Corporate Office of the Company situated at 54, Free Press House, 5th Floor, 215, Free Press Journal Marg, Nariman Point, Mumbai-400 021 and shall thereafter be published in the newspapers. The result of Postal ballot along with the Scrutinizer’s Report shall be communicated to the Stock Exchange(s) where the securities of the Company are listed and shall also be displayed at the Registered Office of the Company and hosted on the Company’s Website (www.ptlonline.com).

RESOLUTIONS

1. GIVING LOAN(S) / GUARANTEE(S) AND/OR PROVIDING SECURITY(IES) IN CONNECTION WITH A LOAN AND/OR MAKING INVESTMENT(S) BY THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), and the Rules made there under (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) and all other provisions of the applicable law(s) and subject to the approval(s)/consent(s) of such appropriate authorities, as may be required under any statute for the time being in force and in terms of Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to make loans to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person and make investment from time to time by way of subscription, purchase from existing Shareholders or otherwise in the securities (including equity/ordinary shares, preference shares, or any other kind of instruments, whether convertible or not) of any other body corporate subject to other conditions and/or exemptions specified in the said section 186, upto an amount of ₹ 100 Crore (Rupees One Hundred Crore Only), over and above the higher of the limits of sixty percent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred percent of the free reserves and security premium account of the Company, as the Board may in its absolute discretion deem beneficial and in the interest of the Company and the Shareholders/Members do hereby confirm and ratify, the existing loans/investment/guarantees made already.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of Company as it deem fit in the interest of the Company, take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required to be signed on behalf of the Company, in connection with such investments, loans, guarantees and provision of security and delegating all or any of the powers conferred herein to any Committee of Directors or officers of the Company, as it may in its absolute discretion deem necessary and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

2. CREATION/MODIFICATION OF CHARGE(S)/ MORTGAGE(S)/ HYPOTHECATION(S) AND ENCUMBRANCE(S) ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions of the

Companies Act, 2013 (the 'Act'), and the Rules made there under (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) and all other provisions of the applicable law(s) and subject to the approval(s)/ consent(s) of such appropriate authorities, as may be required under any statute for the time being in force and in terms of Memorandum and Articles of Association of the Company, consent of Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create such charges, mortgages, hypothecations and encumbrances, if any on such movable and immovable property, both present and future in such form and manner and at such time and on such terms as the Board may deem fit in favour of any person including but not limited to Financial/ Investment Institution(s), Insurance Company(ies), Mutual Fund(s), Corporate Body(ies), Trustee(s) or other lenders (hereinafter collectively referred as "lenders") to secure the loans, borrowings, working capital facilities, debentures and other credit facilities provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, cost, charges, expenses and all other money payable by the Company in respect of the said loans for which such charges, mortgages or hypothecations are created, shall not at any time exceed the limit of ₹ 100 Crore (Rupees One Hundred Crore Only) or the aggregate of the paid-up share capital and free reserves whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient or settle the terms and conditions of such instruments, securities, loan, debt instrument as the case may be, and to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or officers of the Company, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid for the purpose of giving effect to this Resolution."

3. BORROWING LIMITS OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules made there under (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) and all other provisions of the applicable law(s) and subject to the approval(s)/consent(s) of such appropriate authorities, as may be required under any statute for the time being in force and in terms of Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) for borrowings from time to time in one or more tranches from any person including but not limited to, Financial/ Investment Institution(s), Insurance Company(ies), Mutual Fund(s), Corporate body(ies), Trustee(s) or other lenders (hereinafter collectively referred as "lenders") any sum or sums of money by way of cash credit, advances or deposits, loans or bill discounting or otherwise and whether unsecured or

secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or immovable, Receivables, Book Debts, Inventories, stock-in trade including raw material and work-in-progress and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not exceed ₹ 100 Crore (Rupees One Hundred Crore Only) exclusive of interest, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, cost, charges, expenses and all other money payable by the Company in respect of the said loans.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient or settle the terms and conditions of such instruments, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or officers of the Company."

By order of the Board of Directors

Krunal Shah

**Senior Manager - Legal and
Company Secretary**

Place : Mumbai

Date : June 28, 2016

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in relation to the Resolution(s) as set out in the Postal Ballot Notice is annexed hereto.
2. The Company has appointed Dr. S. K. Jain, Proprietor of M/s. S. K. Jain & Co, Practising Company Secretary (FCS:1473/ COP:3076) as the Scrutinizer to receive and scrutinize the Postal Ballot Forms from the Members. The Postal Ballot Form and self-addressed postage pre-paid envelope are enclosed for use of the Members.
3. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. upto August 12, 2016.
4. The voting rights with one vote per share shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on July 1, 2016.
5. The Company also offers electronic voting option (**Remote e- Voting**) to all the Members. Members have an option to vote either through Remote e- Voting or physically through Postal Ballot Form. Members opting for Remote e- Voting cannot vote through Postal Ballot Form. Similarly, Members opting to vote through Postal Ballot Form should not exercise the option for Remote e- Voting. However, in case Members cast their vote exercising both the options, i.e. through Postal Ballot Form and Remote e- Voting, then votes casted through Postal Ballot Form shall only be taken into consideration and votes casted by Remote e- Voting shall be treated as invalid. E- Voting shall commence from July 14, 2016 at 9.00 a.m and shall end on August 12, 2016 at 5.00 p.m.

6. Members, who have registered their e-mail ids for receipt of documents in electronic mode under the “**Green Initiative**” under taken by MCA, are being sent Postal Ballot Notice along with Postal Ballot Form on their registered e-mail ids. Members have an option to cast their votes either through Remote e- Voting or through Postal Ballot Form. Members who wish to cast their votes physically through Postal Ballot Form, may do so by filling up the details required therein. The Postal Ballot Form for casting vote physically can also be obtained from the Company’s Registrar and Share Transfer Agents, S. K. D. C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy Post, Coimbatore – 641 006 or from the Company. The Postal Ballot Form duly completed should be sent to the Scrutinizer in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before August 12, 2016 to be eligible for being considered failing which, it will be strictly treated as if no reply has been received from the Members.
7. The attached self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board and the Form after casting of the vote should be put inside the same and the envelope should be duly sealed. Envelope containing the Form will also be accepted if physical copy thereof duly sealed inside the attached postage pre-paid envelope is sent by any other mode at the expense of the Member.
8. The Form should be signed by the Member as per the specimen signature registered with the Company. In case the shares are jointly held, the Form should be completed and signed by the first named holder and in his/her absence, by the next named holder. Holders of Power of Attorney (POA) on behalf of a Member may vote on the Form mentioning the Registration No. of the POA registered with the Company or attach notarially attested copy of the POA. Unsigned Form will be rejected.
9. In case of shares held by companies, trusts, societies, etc. the duly completed Form should be accompanied by a certified copy of the Board resolution/ Authority and preferably, with the attested specimen signature(s) of the duly Authorised Signatory(ies) giving the requisite authority to the person voting on the Form.
10. Members are requested not to send any document (other than the Resolution/ Authority as mentioned above) along with the completed Form inside the enclosed self addressed prepaid envelope, as all such envelopes without opening will be sent to the Scrutinizer. Should any extraneous matter be found in any such envelope, the same will not be considered and would be destroyed by the Scrutinizer.
11. There will be only one Form for each Folio/Client Id. Exercise of vote through Postal Ballot is not permitted through proxy.
Incomplete, improperly or incorrectly tick marked Form will be rejected.
12. The Scrutinizer will submit his report to the Company after completion of the scrutiny and the results of Postal Ballot will be announced by placing it on the website of the Company www.ptlonline.com on August 16, 2016 at 5.00 p.m (IST).

INSTRUCTIONS FOR VOTING

For Members opting to vote physically through Postal Ballot form

1. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed with your assent (for) or dissent (against), in the attached postage pre-paid envelope, so as to reach the Scrutinizer on or before August 12, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Members.

For Members opting to vote electronically through e-voting process

1. Instructions for Members exercising votes through e-voting process.

- a) For Members receiving e-mail on their registered email ids from CDSL:
 - i) Log on to the e-voting website www.evotingindia.com.
 - ii) Click on “Shareholders” tab.
 - 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. Members 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 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 Members holding shares in Demat Form and Physical Form

PAN

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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 the Company please enter the member id/folio no. in the Dividend Bank details field as mentioned in instruction (iii).

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members 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 on 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 Members 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 “**PRIME URBAN DEVELOPMENT INDIA 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 if you have decided to vote, 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 out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- xvi) If demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- xvii) Note for Non-Individual shareholders and custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates
 - 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 they have to create a compliance user 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

In case of members receiving the physical copy:

- A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B) The voting period begins on July 14, 2016 at 9.00 a.m and shall end on August 12, 2016 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 July 1, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the Members for:-

- giving loans to any person or other body corporate;
- giving guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-
- sixty percent of its paid-up share capital, free reserves and securities premium account; or
- one hundred percent of its free reserves and securities premium account; whichever is more.

In order to enable the Company to give loans/guarantees/provide security in connection with a loan/ make investments and as a measure of achieving greater financial flexibility, it is considered necessary to obtain the approval of the Members for granting loans/providing guarantees/ securities in connection with a loan/ make investments, for an amount not exceeding ₹ 100 Crore (Rupees One Hundred Crore Only) under the provisions of Section 186 of the Companies Act, 2013. The Board of Directors recommends passing the Special Resolution set out in Item No. 1 of the Postal Ballot Notice.

Your approval is being sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act and the Rules as may be applicable for passing the Special Resolution as set out in this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution.

Item No. 2

In terms of clause (a) of sub-section (1) of Section 180 of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company without the consent of the Members by a Special Resolution.

In connection with the loan/credit facilities availed/ to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create and/or modify charges over its assets, properties and licenses by way of hypothecations, mortgages, liens, pledges etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Accordingly, it is proposed to pass an enabling Special Resolution authorizing the Board to create charge on the movable and immovable properties of the Company for a value not exceeding ₹ 100 Crore (Rupees One Hundred Crore Only).

The Board of Directors recommends passing the Special Resolution set out in Item No. 2 of the Postal Ballot Notice.

Your approval is being sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act and the Rules as may be applicable for passing the Special Resolution as set out in this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution.

Item No. 3

In terms of Section 180(1)(c) of the Companies Act, 2013, it would be necessary for the Company to obtain the approval of the Members by way of passing Special Resolution for borrowing monies in excess of the aggregate of its paid-up share capital and free reserves and to secure the re-payment thereof. In order to enable the Company to borrow loan/avail credit facilities as and when required, through various sources for business purposes, it is proposed to obtain the approval of the Members by means of voting through Postal Ballot under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends passing the Special Resolution set out in Item No. 3 of the Postal Ballot Notice.

Your approval is being sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act and the Rules as may be applicable for passing the Special Resolution as set out in this Notice.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the aforesaid Special Resolution.

By order of the Board of Directors

Krunal Shah

**Senior Manager - Legal and
Company Secretary**

Place : Mumbai

Date : June 28, 2016