

## PRIME URBAN DEVELOPMENT INDIA LIMITED



### PRIME URBAN DEVELOPMENT INDIA LIMITED

Corporate Identity Number (CIN): L70200TZ1936PLC000001  
Regd. Office: 110, Avanashi Road, Gandhinagar Post, Tirupur-641 603  
Website: [www.ptlonline.com](http://www.ptlonline.com), Email id: [companysecretary@ptlonline.com](mailto:companysecretary@ptlonline.com)  
Tel. No: +91 421- 4307800 Fax: +91 421-2471463

#### NOTICE

NOTICE is hereby given that the SEVENTY-NINTH Annual General Meeting of the Members of **PRIME URBAN DEVELOPMENT INDIA LIMITED** will be held at the Registered Office of the Company situated at 110 Avanashi Road, Gandhi Nagar Post, Tirupur-641 603, Tamil Nadu on Wednesday, **10th August, 2016 at 3.00 p.m.** to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare Final Dividend on equity shares of the Company for the Financial Year ended 31st March, 2016.
3. To appoint a Director in place of Mr. Thirugnanam Paul Sugumaran (DIN: 01875775), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. M.S. Jagannathan & Visvanathan, Chartered Accountants (Registration No. 001209S) as Statutory Auditors of the Company, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the resolution passed by the Shareholders of the Company at the Seventy-Seventh Annual General Meeting held on 14th August, 2014, the appointment of M/s M.S. Jagannathan & Visvanathan, Chartered Accountants (Registration No. 001209S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Eightieth Annual General Meeting of the Company be and is hereby ratified at such remuneration as may be determined by the Board of Directors of the Company.”

#### **SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactments thereof for the time being in force), a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/or Mr. Krunal Shah, Senior Manager-Legal and Company Secretary be and are hereby severally authorised to file returns with the Registrar of Companies and perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”



6. To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**.

**“RESOLVED THAT** pursuant to provisions of Section 94(1) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to keep the Register and Index of Members and other registers/records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto or any documents as may be required, 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, Maharashtra, India (i.e. place other than Registered Office where the Registers, Returns and other documents are proposed to be kept).

**RESOLVED FURTHER THAT** all other statutory registers and minutes books as may be required to be maintained by the Company at the Registered Office as per the Act and Rules made thereunder be and are hereby maintained at Corporate Office of the Company situated at 54- Free Press House, 5th Floor, 215, Free Press Journal Marg, Nariman Point, Mumbai – 400 021, Maharashtra, India.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or Mr. Krunal Shah, Senior Manager-Legal and Company Secretary be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors  
For **Prime Urban Development India Limited**

**Place: Mumbai**  
**Date: May 6, 2016**

**Krunal Shah**  
**Senior Manager-Legal and Company Secretary**

**Registered Office:**  
110, Avanashi Road,  
Gandhinagar Post,  
Tirupur-641 603, Tamil Nadu.

## PRIME URBAN DEVELOPMENT INDIA LIMITED

### NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument appointing the Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the AGM. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business to be transacted at the AGM, is annexed hereto.
3. Corporate members intending to send their authorized representative(s) to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 4th August, 2016 to Wednesday, 10th August, 2016 (both days inclusive).
5. Documents in respect of items referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. upto the date of the AGM on all working days (except Saturday, Sunday and Public Holidays).
6. The Final Dividend for the financial year ended 31st March, 2016, as recommended by the Board of Directors and if approved at the AGM, will be paid within 30 days from the conclusion of AGM to those Members whose name appears in the Register of Members of the Company as on the book closure dates.
7. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in electronic form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
8. Members holding shares in physical form are requested to notify/send:
  - Any change in their address/mandate/bank details;
  - Particulars of their bank account, in case the same have not been sent earlier;
  - Quote their Folio numbers in all correspondences;And
  - Applications for consolidating their holdings into one folio in case shares are held under multiple folios in the identical order of names to the Company's Registrar and Share Transfer Agent, SKDC Consultants Limited, Coimbatore at the earliest but not later than 3rd August, 2016.
9. Information as required to be provided pursuant to the requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with regards to the Directors seeking appointment and re-appointment at this AGM is given as an Annexure to this Notice.
10. Electronic copy of Annual Report for the financial year 2015-16 and Notice calling the 79th AGM of the Company inter alia indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is also being sent to all Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of Annual Report for the financial year 2015-16 and Notice of the 79th AGM of the Company inter alia indicating the process and manner of Remote E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.



11. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in and copies of the Annual Report at the AGM.
12. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
13. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

**S.K.D.C. Consultants Limited**

Kanapathy Towers, 3rd Floor,  
1391/A-1, Sathy Road, Ganapathy Post,  
Coimbatore-641 006, Tamil Nadu  
Tel No. +91 422 2539835  
Fax No. +91 422 2539837  
Email: info@skdc-consultants.com

14. The Securities and Exchange Board of India ("SEBI") has mandated submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.
15. Instructions and other Information for Voting:
  - i) In accordance to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to its Members facility for voting through electronic means ("E-voting") on the resolutions proposed to be passed at the AGM.  
  
The Company has engaged Central Depository Services (India) Limited ("CDSL"), an agency authorized by the Ministry of Corporate Affairs for providing e-voting platform.
  - ii) The Members may cast their votes through E-voting from a place other than the venue of the AGM ("Remote E-voting").
  - iii) Voting through physical ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by Remote E-voting shall be able to cast their vote by physical ballot paper at the Meeting.
  - iv) The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - v) The Remote E-voting facility will commence from 9.00 a.m. on 7th August, 2016 and will end at 5.00 p.m. on 9th August, 2016. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period.
  - vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner as on the cut-off date i.e. 3rd August, 2016.
  - vii) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. 3rd August, 2016, only shall be entitled to vote on the Resolutions set out in this Notice.
  - viii) Any person who becomes a Member of the Company after dispatch of this Notice and holding shares as on the cut-off date i.e. 3rd August, 2016, may obtain the User ID and password for Remote E-voting by sending request at companysecretary@ptlonline.com.

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However, if you are already registered with CDSL for Remote E-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free number 1800-200-5533.

- ix) Mr. S. Ramanathan, Practising Chartered Accountant (Membership No. FCA 019532) has been appointed as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.
- x) The Scrutinizer shall, after scrutinising the votes cast at the AGM and through Remote E-voting, not later than 2 (two) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.

The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company [www.ptonline.com](http://www.ptonline.com) and on the website of CDSL and shall also be communicated to BSE Limited.

- xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM i.e. 10th August, 2016.
- xii) Instructions for Members for Remote E-voting are as under:

### A. In case of members receiving e-mail:

- i. Log on to the e-voting website [www.evotingindia.com](http://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](http://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](http://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](mailto: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](mailto: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 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

16. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
17. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
18. Members desirous of obtaining any information as regards Accounts are requested to write to the Company at least one week before the AGM so that the information required will be made available at the AGM.
19. The Annual Report for the financial year 2015-16, Notice calling the 79th Annual General Meeting and Attendance Slip/Proxy Form will also be available on Company's website - [www.ptonline.com](http://www.ptonline.com). Physical copies of the aforesaid documents will also be available for inspection at the Registered Office of the Company between 11.00 a.m and 1.00 p.m upto the date of the AGM on all working days (except Saturday, Sunday and Public Holidays).



## **PRIME URBAN DEVELOPMENT INDIA LIMITED**

20. The Company is concerned about the environment and utilizes natural resources in a sustainable way. To support "Green Initiative", the Members are requested to update their email address, with their concerned Depository Participant to enable us to send you necessary documents /communication via email. Members who hold shares in physical form are requested to register their e-mail address with S.K.D.C Consultants Limited, Registrar and Share Transfer Agents.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

#### **Item No. 5**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1913.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting on all working days except Saturday, Sunday and Public Holidays. The proposed draft Articles of Association is available on the Company's website at [www.ptonline.com](http://www.ptonline.com) for perusal by the Members of the Company.

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.

The Board therefore recommends the Special Resolution set out at Item no. 5 for the approval of Members.

#### **Item No. 6**

In terms of the provisions of Section 94(1) of the Companies Act 2013 ("Act"), Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company.

The Board recommends to keep the Register and Index of Members and other register/ records required to be maintained under Section 88(1) of the Act and all other Statutory registers and Minutes Books required to be maintained by the Company, copies of the annual returns under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto or any documents as may be required 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, Maharashtra, India.

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.

The Board therefore recommends the Special Resolution set out Item No. 6 for the approval of Members.

By Order of the Board of Directors  
For Prime Urban Development India Limited

Place: Mumbai  
Date: May 6, 2016

**Krunal Shah**  
Senior Manager-Legal & Company Secretary

Registered Office:  
110, Avanshi Road,  
Gandhinagar Post,  
Tirupur-641 603, Tamil Nadu



Information Required Under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect to the Directors retiring by rotation and being eligible, seeking re-appointment is as under:

<b>Name of the Director</b>	<b>Thirugnanam Paul Sugumaran</b>
Director Identification Number	01875775
Date of Birth	23/04/1963
Date of appointment	01/06/2015
Qualifications	B. Tec (Civil), M.A. Sociology
Expertise in Specific Functional Area	Project Management – EPC Business Management – Realty Construction Management – Infrastructure, Water, Residential, Commercial Project.
Directorship held in other companies (As on 31 <sup>st</sup> March, 2016)	None
Chairmanships/Memberships of the Committees of the Board of Directors of other companies (As on 31 <sup>st</sup> March 2016)	None
Shareholding of Directors (As on 31 <sup>st</sup> March, 2016)	2,500 equity shares
Relationship between Directors inter-se	None

**Route map for venue of the AGM**

110 Avanashi Road, Gandhi Nagar Post,  
Tirupur-641 603, Tamil Nadu

