



PRIME URBAN DEVELOPMENT INDIA LIMITED

Corporate Identity Number (CIN): L70200TZ1936PLC000001

Regd. Office: 110, Avanashi Road, Gandhinagar Post, Tirupur-641 603

Website: www.ptlonline.com, Email id: companysecretary@ptlonline.com

Tel. No: +91 421- 4307800 Fax: +91 421-2471463

NOTICE

NOTICE is hereby given that the EIGHTIETH 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 **Friday, August 11, 2017 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, 2017 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, 2017.
3. To appoint a Director in place of Mr. Purusottamdas Patodia (DIN: 00032088), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider the appointment of M/s. Raghu and Ram, Chartered Accountants (Registration Number-0033405) 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 provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactments thereof for the time being in force) and considering the recommendations of the Audit Committee and subject to approval of the Members of the Company, M/s. Raghu and Ram, Chartered Accountants, (Firm Registration No. 003340S) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 years from the conclusion of this 80th Annual General Meeting (“AGM”) till the conclusion of 85th AGM of the Company, subject to ratification of the said appointment at every intervening AGM held after this AGM, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to file all necessary forms with the Registrar of Companies and to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed necessary for giving effect to the above Resolution.”

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modification(s) or enactment thereof for the time being in force) and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mrs. Ryna Zaiwalla Karani (DIN: 00116930), who was appointed as an Additional Director of the Company with effect from 13th April, 2017

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under Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a Member, proposing the candidature of Mrs. Ryna Zaiwalla Karani for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years commencing from 13th April, 2017 and the term shall not be subject to retirement by rotation.”

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

Place : Mumbai
Date : May 24, 2017

Krunal Shah
Senior Manager-Legal and Company Secretary

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



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 Saturday, 5th August, 2017 to Friday, 11th August, 2017 (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, 2017, as recommended by the Board of Directors and if approved at the AGM, will be paid on or after Wednesday, 16th August, 2017 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 4th August, 2017.
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 2016-17 and Notice calling the 80th 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 2016-17 and Notice of the 80th 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.

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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 4958995 / 2539835-836
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. a. 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.
- b. The Members may cast their votes through E-voting from a place other than the venue of the AGM ("Remote E-voting").
- c. 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.
- d. 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.
16. 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. 4th August, 2017, may obtain the User ID and password for Remote E-voting by sending request at companysecretary@ptlonline.com.
17. 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.
18. 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 i.e. www.ptlonline.com and on the website of CDSL and shall also be communicated to BSE Limited.
19. 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.



20. 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.
21. 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.
22. The Annual Report for the financial year 2016-17, Notice calling the 80th Annual General Meeting and Attendance Slip/Proxy Form will also be available on Company's website - www.ptlonline.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).
23. 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.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, August 8, 2017 at 9.00 a.m. and ends on Thursday, August 10, 2017 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 (record date) of Friday, August 4, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 (iv).

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 for 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "**PRIME URBAN DEVELOPMENT INDIA LIMITED**" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 a Compliance User should be created 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 linked in the login 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.
- (xxi) 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. 5

The Board of Directors of the Company ("Board") have vide circular resolution dated April 13, 2017, appointed Mrs. Ryna Zaiwalla Karani as an Additional Director, Non-Executive Independent of the Company. Pursuant to the provisions of the Section 161 of the Companies Act, 2013, read with Rules framed thereunder, Mrs. Ryna Zaiwalla Karani shall hold office only upto the date of this Annual General Meeting.

In Compliance with the provisions of Section 149 of the Companies Act, 2013, appointment of Mrs. Ryna Zaiwalla Karani as an Independent Director is now placed before the Shareholders for their approval. In terms of the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice from a Member of the Company, signifying his intention to propose the appointment of Mrs. Ryna Zaiwalla Karani, as an Independent Director of the Company.



Mrs. Ryna Zaiwalla Karani holds a Bachelors degree in Arts (University of Bombay) and Bachelors degree in Legislative Laws (University of Bombay). She is a member of the Bar Council of Maharashtra and Goa and Member of the Bombay Bar Association. She has been practicing as a lawyer since 1994. Prior to joining ALMT Legal in November 2006 Mrs. Ryna Zaiwalla Karani was a partner at another law firm in Mumbai. Her practice includes advising on mergers and acquisitions, joint ventures, private equity and investment funds on a full range of corporate transactions including cross border transactions. She has advised and assisted a number of foreign clients in establishing a presence in India through incorporations of companies and/or establishment of branch/liaison offices.

The Company has received a declaration from Mrs. Ryna Zaiwalla Karani to the effect that she is not disqualified from being appointed as Director in terms of provisions of Section 164 of the Companies Act, 2013. The aforesaid Director has also confirmed that she meet the criteria of Independent as prescribed under Section 149(6) of the Companies Act, 2013.

A copy of draft letter for appointment, setting out broad terms and conditions relating to the appointment of Mrs. Ryna Zaiwalla Karani as an Independent Director shall be open for inspection at the registered office of the Company between 11.00 am and 1.00 pm upto the date of Annual General Meeting on all working days (except Saturday, Sunday and Public Holiday). Details concerning Mrs. Ryna Zaiwalla Karani seeking appointment at this Annual General Meeting, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached separately to this Notice.

In the opinion of the Board, Mrs. Ryna Zaiwalla Karani, proposed to be appointed at this Annual General Meeting, fulfils the conditions for appointment of an Independent Director as specified in the Companies Act, 2013 and Rules framed thereunder and is Independent of the management.

Except Mrs. Ryna Zaiwalla Karani, being appointee under the said Resolution, none of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the Resolution set out under Item No. 5 of this Notice.

Your Directors recommend the Resolution proposed at Item No. 5 of this Notice for your approval.

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

Place : Mumbai
Date : May 24, 2017

Krunal Shah
Senior Manager-Legal & Company Secretary

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

PRIME URBAN DEVELOPMENT INDIA LIMITED

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of individuals proposed to be appointed / re-appointed as Directors:

Name of the Director	Purusottamdas Patodia
Director Identification Number	00032088
Date of Birth	01/02/1938
Date of appointment	01/04/2016
Qualifications	B.Com
Expertise in Specific Functional Area	Mr. Purusottamdas Patodia is a mentor of the Prime group with vast experience over five decades in textiles management and exports.
Directorship held in other companies (As on 31 st March, 2017)	1. Anjana Syntex Company Limited 2. Pat Credit Limited
Chairmanships/Memberships of the Committees of the Board of Directors of other companies (As on 31 st March, 2017)	None
Shareholding of Directors (As on 31 st March, 2017)	20,58,020 equity shares
Relationship between Directors inter-se	Related to Mr. Manoj Kumar Patodia and Mr. Anuj Patodia.

Name of the Director	Ryna Zaiwalla Karani
Director Identification Number	00116930
Date of Birth	09/09/1967
Date of appointment	13/04/2017
Qualifications	B.A, L.L.B
Expertise in Specific Functional Area	She is a member of the Bar Council of Maharashtra and Goa and Member of the Bombay Bar Association. She has been practicing as a lawyer since 1994. Prior to joining ALMT Legal in November 2006 Mrs. Ryna Zaiwalla Karani was a partner at another law firm in Mumbai. Her practice includes advising on mergers and acquisitions, joint ventures, private equity and investment funds on a full range of corporate transactions including cross border transactions. She has advised and assisted a number of foreign clients in establishing a presence in India through incorporations of companies and/or establishment of branch/liaison offices.
Directorship held in other companies (As on 31 st March, 2017)	(Details as on 13 th April, 2017) 1. INEOS Styrolution India Limited 2. Reliance Defence and Engineering Limited 3. Reliance Infrastructure Limited 4. BSES Yamuna Power Limited 5. BSES Rajdhani Power Limited 6. Addivant India Private Limited 7. Mumbai Metro One Private Limited



<p>Chairmanships/Memberships of the Committees of the Board of Directors of other companies (As on 31st March, 2017)</p>	<p>(Details as on 13th April, 2017)</p> <ul style="list-style-type: none"> • INEOS Styrolution India Limited Audit Committee - Member Nomination & Remuneration Committee -Member • Reliance Defence and Engineering Ltd. Audit Committee - Member Risk Management Committee - Member CSR Committee - Member Stakeholders Relationship Committee - Member Nomination & Remuneration Committee -Member • Reliance Infrastructure Limited Audit Committee - Member Environment, Health and Safety Committee-Member Risk Management Committee - Member Employee Stock Option Scheme Compensation Committee - Member CSR Committee - Chairman • Mumbai Metro One Pvt. Ltd. Audit Committee - Member CSR Committee - Member • BSES Yamuna Power Limited Audit Committee - Chairman • BSES Rajdhani Power Ltd. Audit Committee – Member
<p>Shareholding of Directors (As on 31st March, 2017)</p>	<p>Nil</p>
<p>Relationship between Directors inter-se</p>	<p>None</p>

Route map for venue of the AGM
 110 Avanashi Road, Gandhi Nagar Post,
 Tirupur-641 603, Tamil Nadu

