



NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED** will be held on, Friday the 29th Day of September 2017, at 12:30 P.M. at the Registered office of the Company at 101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049.

ORDINARY BUSINESS:

1. To receive consider and adopt:
 - (a) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017.
2. To declare dividend on equity shares of the Company
3. To appoint a Director in place of Mr. Vishal P. Soni (DIN: 00006497), who retires by rotation, and being eligible offers himself for re-appointment.

RESOLVED THAT pursuant to provision of Section 152 of Companies Act 2013, Mr. Vishal P. Soni (DIN 00006497), who retires by rotation in this meeting and being eligible has offered himself for reappointment, be and is hereby appointed as Director of Company.
4. Appointment of M/s. H. N. Motiwalla & Co., Chartered Accountants Firm (Registration No. 111949W, as Statutory Auditors of the Company and fix their remuneration.

To consider 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. H. N. Motiwalla & Co., Chartered Accountants Firm Registration No. 111949W be and is hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

5. **To pay commission to Shri P. L. Soni, (DIN: 00006463) Chairman**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:
“RESOLVED THAT pursuant to the provisions of Section 197, 198 or any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and as per SEBI (Listing and Obligation Disclosure Requirement) Regulations 2015 the consent of the members of the Company be and is hereby accorded to the Company to pay Shri P. L. Soni commission of Rs. 2,30,00,000/- , a sum computed in the manner laid down in Section 197 & 198 of the Companies Act, 2013 during the financial year 2016-17.”

Date: 12th August, 2017

Place: Mumbai

Registered office:

101, Soni House, Plot No.34,
Gulmohar Road No.1,
JVPD Scheme, Vile Parle (W),
Mumbai -400049.

By order of the Board of Directors
Prime Property Development Corporation Limited

Padamshi L. Soni
Chairman
DIN: 00006463



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXY SHOULD BE DULY STAMPED COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. The Register of Members & the Share Transfer Books of the Company will remain closed from 23/09/2017 to 29/09/2017 (both days inclusive).
4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
5. Members/Proxy holders are requested to bring their Attendance Slip duly completed and signed along with their copy of Annual Report to the Meeting.
6. Shareholders are requested to immediately notify change in address, if any, to the Depository Participant with whom they maintain demat accounts for shares held in electronic mode and to the Company's Registrar & Transfer Agents for the shares held in physical mode.
7. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
8. Physical share transfer request should be accompanied by valid transfer deed, duly stamped, Adhaar and PAN card copy of both transferor and transferee.

Unclaimed Dividend :

9. The shareholders who have not encashed their dividend warrants for the years 2009-10* onwards are requested to correspond with Link Intime India Private Limited (the Registrar and Transfer Agents) or Mr. Pranay D. Vaidya, Company Secretary and Compliance Officer at the Company's Registered Office.

As per Section 125 of the Companies Act, 2013, any money transferred by the Company to the Unpaid Dividend Account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called 'The Investor Education and Protection Fund' (IEPF) set up by the Central Government. No claims shall lie against the fund or the Company in respect of amount so transferred.

*Note: Members are requested to claim the unclaimed dividend by 29th September, 2017 for the year 2009-10.

10. Corporate members intending to send their authorised representative are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting, in case they have not voted electronically.
11. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification.
12. Consequent upon introduction of section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their request in Form SH-13 (which will be made available on request) to the Registrar and Share Transfer Agents, **LINK INTIME INDIA PRIVATE LIMITED**.
13. The Ministry of Corporate Affairs has taken "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice /documents including Annual Report can be sent by email to its members. The copy of the 25th Annual General Meeting is also posted on the website www.ppdcl.com for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required.
14. To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses with their concerned Depository Participants. Members who hold share in physical form are requested to contact Mr. Pranay D. Vaidya, Company Secretary and Compliance Officer on compliance_officer@ppdcl.com or at the Registered office of the Company or contact Link Intime India Pvt. Ltd.



15. In order to facilitate e-voting on the resolutions by members, electronic copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the 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 email address, physical copies of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Voting through electronic means: In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Securities Limited (CDSL).

The instructions for members for voting electronically are as under:-

- I. The voting period begins on Monday, 25/09/2017 at 9.00 A.M. and ends on Thursday, 28/09/2017 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, 22/09/2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders / Members
- IV. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. 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.
- VII. 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. 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.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- XI. Click on the EVSN (Electronic Voting Sequence Number) for the relevant <Company Name> on which you choose to vote.
- XII. 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.
- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. 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. Apple 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.

(XIX) Note for Non – Individual Shareholders and Custodians

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as Corporates and custodians respectively.
- 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) 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.

(XX) 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.

17. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
18. Mr. Suhas S. Ganpule a Practicing Company Secretary, (Membership No. 12122; Certificate of Practice No. 5722) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The Scrutinizer shall within a period not exceeding 3(three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- a. The Results shall be declared on the date of AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.ppdcl.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

20. The members are requested to:

- i. Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;



iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 5

In terms of the provisions of Section 197 of the Companies Act, 2013, The Board of Directors, on recommendation of Nomination and Remuneration Committee at its meeting held on 18th May 2017, has proposed, subject to the approval of members in AGM, to pay a commission of Rs. 2,30,00,000/- to Mr P. L. Soni, for his services rendered to the Company.

The Board commends the Special Resolution set out at Item no. 5 of the Notice for approval by the shareholder.

Except Shri P. L. Soni, Mr Manish Soni and Mr Vishal Soni, no other Director is interested in the resolution.

Date: 12th August, 2017

Place: Mumbai

Registered office:

101, Soni House, Plot No.34,
Gulmohar Road No.1,
JVPD Scheme, Vile Parle (W),
Mumbai -400049.

By order of the Board of Directors

Prime Property Development Corporation Limited

**Padamshi L. Soni
Chairman
DIN: 00006463**

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting
(In pursuance of Clause SEBI (LODR) Regulation 2015 and Explanatory statement pursuant to
Section 102 of Companies Act 2013)

Name of the Director	Mr. Vishal Soni
Date of Birth	14.07.1977
Date of Appointment	On 16/08/2000, he was appointed as Director and since 01/08/2006 was appointed as whole-time director
Qualifications	Under graduate
Expertise in specific functional areas	He is a member of Stakeholder Relationship Committee. Looks after material management & provides on-site support to the operating functionaries of the Company
List of other Companies in which Directorship held as on 31st March, 2017	Sea-king Club Pvt. Ltd.
Chairman / member of the Committee of the Boards of the other Companies on which he is a Director as on 31st March, 2017	NIL

**Form No. MGT-11****Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L67120MH1992PLC070121	
Name of the company	PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED	
Registered office	101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049	
Name of the member (s)		
Registered address		
E-mail Id		
Folio No/ Client Id		DP ID

I/We, being the member (s) of..... shares of the above named company, hereby appoint

Name		
Address		
E-mail Id	Signature	

OR FAILING HIM

Name		
Address		
E-mail Id	Signature	

OR FAILING HIM

Name		
Address		
E-mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the company, to be held on the Friday, September, 29, 2017 at 12.30 P.M. at 101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.	To receive consider and adopt: (a) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017
2.	To declare dividend on equity shares of the Company
3.	To appoint a Director in place of Mr. Vishal P. Soni (DIN: 00006497), who retires by rotation, and being eligible offers himself for re-appointment.
4.	Appointment of M/s. H. N. Motiwalla & Co.(Firm Registration No. 111949W)as Statutory Auditors & fixing their remuneration thereof
5.	To pay commission to Shri P.L. Soni,(DIN: 00006463) Chairman of the Company

Signed this..... day of..... 2017

Signature of Shareholder(s): _____

Signature of Second Proxy holder: _____

AFFIX
REVENUE
STAMP
₹1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

Regd. Office: 101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049. Corporate Identity Number: L67120MH1992PLC070121
Tel.:91-22-26242144/ Tele-Fax: 91-22-26235076/ Email: compliance_officer@ppdcl.com

Folio No./DP ID/Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/We record my/our presence at the Twenty Fifth Annual General Meeting to be held on Friday, September 29, 2017, at 101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049 at 12.30 PM.

NAME OF THE SHAREHOLDER / PROXY (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER / PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

