

**NOTICE**

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED** will be held on, Saturday the 29th Day of September 2018, 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, 2018, 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, 2018.
2. To declare dividend on equity shares of the Company
3. To appoint a Director in place of Mr. Manish P. Soni (DIN: 00006485), 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. Manish P. Soni (DIN: 00006485), who retires by rotation in this meeting and being eligible has offered himself for reappointment, be and is hereby appointed as Director of Company.

SPECIAL BUSINESS

4. To approve the continuation of employment of Mr. P L Soni (DIN: 00006463), Chairman upon attaining the age of 70 (Seventy) years:
To pass the following resolution as Special Resolution
“RESOLVED THAT pursuant to provisions of Companies Act 2013 and Rules thereof (including any statutory modification(s) or re-enactment(s) for the time being in force), SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, and with reference to the resolution passed in the 24th Annual General Meeting dated 30th September, 2016, consent of the Members of the Company be and is hereby accorded for continuation of holding of office as Chairman of Mr. P. L. Soni (DIN 00006463) upon attaining the age of 70 (Seventy) years on July 21, 2018 on same terms and conditions as was stipulated in the Resolution passed the 24th Annual General Meeting dated 30th September, 2016.
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.
5. To approve the continuation of appointment of Shri Ishwarchand G. Shah (DIN: 02512385) as an Independent Director.
To pass the resolution as Special Resolution
“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment), Regulations, 2018, including any further statutory modifications and/ or re-enactments thereof for the time being in force, consent of the members be and is hereby accorded for continuation of appointment of Shri Ishwarchand G. Shah (DIN: 02512385), as an independent director of the Company who will attain the age of 86 years on 19th September, 2018, upto the expiry of his present term, i.e. until the conclusion of 28th Annual General Meeting.”
6. To approve the continuation of appointment of Shri Yadavrao C. Pawar (DIN: 00068736) as an Independent Director.
To pass the resolution as Special Resolution
“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment), Regulations, 2018, including any further statutory modifications and/ or re-enactments thereof for the time being in force, consent of the members be and is hereby accorded for continuation of appointment of ShriYadavrao C. Pawar (DIN: 00068736), as an independent director of the Company who has attained the age of 77 years on 25th July, 2018, upto the expiry of his present term, i.e. until the conclusion of 28th Annual General Meeting.”

Date: 14th August, 2018**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 23/09/2018 to 29/09/2018 (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, Aadhaar and PAN card copy of both transferor and transferee. Further, as per SEBI notification Number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 regarding amendment to Regulation 40 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) regulation with reference to mandatory dematerialization for transfer of securities Thus, from December 05, 2018, the shareholders will not be able to transfer their shares in physical mode. They will be required to dematerialize it first before transferring to anybody.
9. The shareholders who have not encashed their dividend warrants for the years 2010-11* 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 Company in respect of amount so transferred. Please refer corporate governance report for details.
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 26th 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 26th 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 26th 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 26th 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 26/09/2018 at 9.00AM and ends on 28/09/2018 at 5.00PM. 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 22/09/2018 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.
- IV. 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.
- 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 for the relevant Prime Property Development Corporation Limited 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.**

To Download m-Voting Mobile App

SCAN THIS QR CODE



How do you use the barcode scanner app?

Installing Barcode Scanner

1. Open the Play Store on your device. You can find the Play Store in your list of apps. ...
2. Tap the Search bar. This can be found at the top of the Play Store screen.
3. Type barcode scanner.
4. Tap QR & Barcode Scanner from Gamma Play. ...
5. Tap Install.
6. Tap Accept.
7. Tap Open.

How do I find the QR code on my phone?

To scan a QR code:

1. Open the QR code reader app installed on your device.
2. Scan the QR code by lining it up inside the window on your screen.
3. The barcode is decoded on your device and specific instructions are sent to the app for appropriate action (e.g. open a specific website).

(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 or call 1800225533.

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 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 4:-

Shri. P. L. Soni is an astute businessman, having more than four decades of experience in transport and logistics solutions, Shares and securities and Real Estate construction and development. He ventured into real estate business on a partnership basis as a sole proprietor in early nineties. In the year 2000, he acquired Prime Property Development Corporation Limited and commences real estate business its main activity from 2001. Since inception, Shri. P. L. Soni has been a driving force and the King pin of Company’s real estate Business bringing in substantial Financial Gains and by his unique brands of business module. Mr. P. L. Soni’s financial and business acumen has benefitted the Company to an extent where it has not suffered financial crunch even in the worst years of real estate business in India. Significance and immense contribution of Mr. P. L. Soni to the Company and its shareholders would be evident from the fact that the Company has an almost uninterrupted record of paying dividend to its Shareholders from year 2005 onwards, Shri P. L. Soni, as Chairman looks after the overall strategic direction of the Company identifying and looking of new projects, guiding the construction process balancing the liquidity requirements by tapping diverse sources from private and banking companies etc. As such the Directors of the Company unequivocally recommend continuation of Shri. P. L. Soni as the Chairman of the Company even on his attaining of 70 years of age.

None of the Directors except Mr. P.L. Soni, Mr. Manish P. Soni and Mr. Vishal P. Soni are interested in the above Resolution

Item No. 5

Shri Ishwarchand G. Shah (DIN: 02512385), was re-appointed as an Independent Director of the Company for a term of 5 (five) consecutive years on from 30th September, 2015 up to the conclusion of 28th Annual General Meeting. In terms Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment), Regulations, 2018, notified on 9th May, 2018 which



would be effective from 1st April 2019, a Non-Executive Director who has attained the age of 75 years shall not continue his directorship as a non-executive director, unless such appointment/ continuity is approved by the members of the Company by Special Resolution. Shri. Ishwarchand G. Shah who will attain the age of 86 years on 19th September, 2018 would attract this provision. It is therefore very pertinent to seek the approval of members for continuation of his present term as an Independent Director of the Company.

The other details of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in Annexure-I to this notice.

None of the Directors/ Key Managerial Personnel (KMPs) or their relatives except for Shri Ishwarchand G. Shah is concerned or interested in the Resolution.

Item No. 6

Shri Yadavrao C. Pawar (DIN: 00068736), was re-appointed as an Independent Director of the Company for a term of 5 (five) consecutive years on from 30th September, 2015 up to the conclusion of 28th Annual General Meeting. In terms Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment), Regulations, 2018, notified on 9th May, 2018 which would be effective from 1st April 2019, a Non-Executive Director who has attained the age of 75 years shall not continue his directorship as a non-executive director, unless such appointment/ continuity is approved by the members of the Company by Special Resolution. Shri Yadavrao C. Pawar who has attained the age of 77 years on 25th July, 2018 would attract this provision. It is therefore very pertinent to seek the approval of members for continuation of his present term as an Independent Director of the Company.

The other details of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in Annexure-I to this notice.

None of the Directors/ Key Managerial Personnel (KMPs) or their relatives except for Shri Yadavrao C. Pawar is concerned or interested in the Resolution.

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment / re-appointment in forthcoming Annual General Meeting

Name of the Director	Mr. Manish Soni	Mr. P. L. Soni	Mr. Ishwarchand G. Shah	Mr. Yadavrao C. Pawar
Date of Birth	31.10.1972	21.07.1948	19.09.1932	25.07.1941
Date of Appointment	On 16/08/2000, he was appointed as Director and since 01/08/2006 was appointed as whole-time director	On 16/08/2000, he was appointed as Director of the Company.	22.01.2009. Further reappointed on 30.09.2015	16.01.2006 Further reappointed on 30.09.2015
Qualifications	Under graduate	Under graduate	B.A., L.L.B.	B.SC.; LL.B.; I.PS
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	He looks after the overall strategic direction of the Company identifying and looking of new projects, guiding the construction process and balancing the liquidity requirements	Sr. Counsel Supreme Court of India, Retired judge of High Court, Mumbai Past District Governor, Ex-President Dhulia Municipality. He is the member of Audit Committee	Twice awarded with President's Police Medal. Jt. Commissioner (Law & Order) Mumbai. Deputy Director - Maharashtra Police Academy, Nasik. Commandant, SRPF G.R. VIII. Deputy Commissioner of Police in Thane Commissioner-ate. Supdt. of Police, Nanded. Tahasildar, Ratnagiri. He is Chairman of Stakeholders Relationship Committee
List of other Companies in which Directorship held as on 31st March, 2018	Sea-king Club Pvt. Ltd.	Sea-king Club Pvt. Ltd	NIL	NIL
Chairman / member of the Committee of the Boards of the other Companies on which he is a Director as on 31st March, 2018	NIL	Yes* (Sea-king Club Pvt. Ltd)	NIL	NIL

*Acts as Chairman if appointed for the meeting of Sea-king Club Pvt. Ltd



**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 Sixth Annual General Meeting of the company, to be held on the Saturday, September, 29, 2018 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, 2018, 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, 2018.
2.	To declare dividend on equity shares of the Company
3.	To appoint a Director in place of Mr. Manish P. Soni (DIN: 00006485), who retires by rotation, and being eligible offers himself for re-appointment.
4.	To approve the continuation of employment of Mr. P L Soni, Chairman (DIN: 00006463) upon attaining the age of 70 (Seventy years) [Special Resolution]
5.	To approve the continuation of Appointment of Shri Ishwarchand G. Shah (DIN: 02512385) as an Independent Director.[Special Resolution]
6.	To approve the continuation of Appointment of Shri Yadavrao C. Pawar (DIN: 00068736) as an Independent Director.[Special Resolution]

Signed this..... day of..... 2018

Signature of Shareholder(s): _____

Signature of Second Proxy holder: _____



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 Sixth Annual General Meeting of the company, to be held on Saturday, September, 29, 2018 at 12.30 P.M. at 101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049

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.

