



Prime Property Development Corporation Ltd.

**22<sup>nd</sup> Annual Report  
2013-2014**



## 22<sup>nd</sup> ANNUAL GENERAL MEETING

**Day & Date** : Friday, September 26<sup>th</sup>, 2014  
**Time** : 11.30 A.M.  
**Venue** : 101, Soni House, Plot No. 34, Gulmohar Road No. 1,  
 J.V.P.D. Scheme, Vile Parle (West), Mumbai - 400 049.

### **BOARD OF DIRECTORS**

Shri. Padamshi L. Soni	Chairman
Shri. Nalinakshan Kolangaradath	Independent Director (Ceases from directorship w.e.f. 27/09/2014)
Shri. Yadavrao C. Pawar	Independent Director
Shri. Satendrakumar C. Bhatnagar	Independent Director
Shri. Ishwarchand G. Shah	Independent Director
Shri. Manish P. Soni	Whole Time Director
Shri. Vishal P. Soni	Whole Time Director
Shri. Alok A. Chowdhury	Whole Time Director & C.E.O. (Ceases as Whole time director w.e.f. 15/08/2014)

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Zarana Jhaveri  
 E-mail: [compliance\\_officer@ppdcl.com](mailto:compliance_officer@ppdcl.com)

### **STATUTORY AUDITORS**

M/s. Vora & Associates  
 Chartered Accountants

### **ADVOCATE & SOLICITOR**

Vinod Mistry & Co.  
 Advocates & Solicitors, Mumbai

### **CORPORATE IDENTITY NUMBER**

L67120MH1992PLC070121

### **BANKERS**

Indian Overseas Bank  
 State Bank of India  
 Syndicate Bank  
 Axis Bank Ltd.

### **REGISTERED OFFICE**

101, Soni House, Plot No. 34,  
 Gulmohar Road No. 1,  
 J.V.P.D. Scheme, Vile Parle (West),  
 Mumbai - 400 049.  
 Email: [info@ppdcl.com](mailto:info@ppdcl.com)  
 Website: [www.ppdcl.com](http://www.ppdcl.com)  
 Ph. No.: 26242144, Fax No.: 26235076

### **REGISTRAR AND SHARE TRANSFER AGENTS**

Link Intime India Pvt. Ltd  
 C-13, Pannalal Silk Mills Compound,  
 L.B.S. Marg, Bhandup (W),  
 Mumbai 400 078  
 Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)  
 Ph. No.: 25963838, Fax No.: 25962691

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## **NOTICE**

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED will be held on Friday, 26<sup>th</sup> September, 2014, at 11.30 am 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 the Audited Balance Sheet as on March 31, 2014 and Statement of Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manish Soni (DIN :00006485), who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:-

**"RESOLVED THAT** M/s Vora & Associates, Chartered Accountants, Mumbai, Registration No. 111612W, the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration and reimbursement of expenses as agreed upon by the Board of Directors and the Auditors in connection with the audit of the accounts of the Company and other services for the year ending on 31.03.2015."

### **SPECIAL BUSINESS**

4. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Mr. Satendrakumar Bhatnagar (DIN: 02230233), who is an Independent Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting and whose term of office shall not be liable to retirement by rotation.

**FURTHER RESOLVED THAT** Mr. Padamshi Soni, Chairman, and Ms. Zarana Jhaveri, Company Secretary and Compliance officer, be and are hereby jointly and/or severally authorized to give necessary intimations to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

5. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013, Mr. Ishwarchand Shah (DIN:02512385) who is an Independent Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting and whose term of office shall not be liable to retirement by rotation.

**FURTHER RESOLVED THAT** Mr. Padamshi Soni, Chairman, and Ms. Zarana Jhaveri, Company Secretary and Compliance officer, be and are hereby jointly and/or severally authorized to give necessary intimations to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

6. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 Mr. Yadavrao Pawar (DIN:000068736), who is an Independent Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting and whose term of office shall not be liable to retirement by rotation.

**FURTHER RESOLVED THAT** Mr. Padamshi Soni, Chairman, and Ms. Zarana Jhaveri, Company Secretary and Compliance officer, be and are hereby jointly and/or severally authorized to give necessary intimations to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

**By order of the Board of Directors**

**Sd/-  
P.L.Soni (DIN00006463)  
Chairman**

**Date: 14th August, 2014**

### **Registered office:**

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

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. 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.
2. The Register of Members & the Share Transfer Books of the Company will remain closed from 22nd September, 2014 to 26th September, 2014 (both days inclusive).
3. 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.
4. Members/Proxy holders are requested to bring their Attendance Slip duly completed and signed along with their copy of Annual Report to the Meeting.
5. 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.
6. 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.
7. Physical share transfer request should be accompanied by valid transfer deed, duly stamped, Adhaar and PAN card copy of both transferor and transferee.
8. Pursuant to section 124 of the Companies Act, 2013, unclaimed dividend for 2006-2007 will be transferred to Investors Education and Protection Fund (IEPF) as the period of seven years since the transfer of dividend to Unpaid Dividend Account would be elapsing. Members are requested to claim such dividends by October 2014. **Members are requested to note that NO CLAIMS shall lie against the Company or IEPF in respect of any amounts that were unclaimed and unpaid for a period of 7 years from the dates they first became due for payment and no payment shall be made in respect of any such claims.**
9. Members wishing to claim dividend of previous years, which remain unclaimed are requested to correspond with Ms. Zarana Jhaveri, Company Secretary and Compliance Officer at the Company's Registered Office.
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 22nd Annual General Meeting is also posted on the website "www.ppdc.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 Ms. Zarana Jhaveri, Company Secretary and Compliance Officer on compliance\_officer@ppdc.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 22nd 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 22nd 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 22nd 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 22nd September, 2014 at 10.00 am and ends on 24th September, 2014 at 5.00 pm. 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 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd August, 2014.
- II. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- III. Click on "Shareholders" tab.
- 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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 last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the company
Bank Details	Records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the member id/folio number in dividend bank details filed as mentioned in instruction (v).</b></li> </ul>

VIII. After entering these details appropriately, click on "SUBMIT" tab.

IX. 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 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. 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](http://www.evotingindia.com) and register themselves as Corporates and custodians respectively.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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) which they wish to vote on.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

17. 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).

18. 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).

19. Mr. Sanjay Dholakia, a Practicing Company Secretary (Membership No. 2655; Certificate of Practice No. 1798) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

20. 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.

21. 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](http://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.

22. The members are requested to:

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

**Item No. 4**

Section 149 of the Act, inter alia, stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Satendrakumar Bhatnagar that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Mr. Satendrakumar Bhatnagar possesses diversified skills, experience and knowledge, inter alia in the field of finance.

Brief resume of Mr. Satendrakumar Bhatnagar, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, has been provided in the statement attached in the Details of Directors seeking appointment /re-appointment and Corporate Governance Report forming part of the Annual Report .

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Satendrakumar Bhatnagar is appointed as an Independent Director until the conclusion of the next Annual General Meeting.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Satendrakumar Bhatnagar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**Item No. 5**

Section 149 of the Act, inter alia, stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Ishwarchand Shah that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act. Mr. Ishwarchand Shah possesses diversified skills, experience and knowledge, inter alia, in the field of Law.

Brief resume of Mr. Ishwarchand Shah, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, has been provided in the statement attached in the Details of Directors seeking appointment /re-appointment and Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ishwarchand Shah is appointed as an Independent Director until the conclusion of the next Annual General Meeting.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Ishwarchand Shah, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

**Item No. 6**

Section 149 of the Act, inter alia, stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term upto 5 consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Yadavrao Pawar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act .Mr. Yadavrao Pawar possesses diversified skills, experience and knowledge inter alia in the field of law and order.

Brief resume of Mr. Yadavrao Pawar, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, has been provided in the statement attached in the Details of Directors seeking appointment /re-appointment and Corporate Governance Report forming part of the Annual Report

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Yadavrao Pawar is appointed as an Independent Director until the conclusion of the next Annual General Meeting.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Mr. Yadavrao Pawar, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**By order of the Board of Directors**

**Sd/-**  
**P.L.Soni(DIN:00006463)**  
**Chairman**

**Date:** 14th August,2014

**Registered office:**

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



**Details of the Directors seeking appointment /re-appointment in forthcoming Annual General Meeting  
(In pursuance of Clause 49 of the Listing Agreement)**

<b>Name of the Director</b>	Mr. Manish Soni	Mr. Satendrakumar Bhatnagar	Mr. Ishwarchand Shah	Mr. Yadavrao Pawar
<b>Date of Birth</b>	14/07/1977	03.02.1946	19/09/1932	25.07.1941
<b>Date of Appointment</b>	On 16/08/2000,he was appointed as Director and since 01/08/2006 was appointed as Whole-time director	23.07.2008	22/01/2009	16.01.2006
<b>Qualifications</b>	UNDER GRADUATE	M.A.-SOCIOLOGY/ L.L.M./ I.R.S.	B.A./ LL.B.	B.SC.; LL.B.; I.PS
<b>Expertise in specific functional areas</b>	He is a member of Stakeholders Relationship Committee. Looks after accounts, material management & provides on-site support to the operating functionaries of the Company.	Retired as Chief Commissioner of Income Tax and is an Advocate High Court at present. He is the member of Audit Committee of the Company.	Sr. Counsel Supreme Court of India, Retired judge of High Court, Mumbai Past district Governor of Rotary International, 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
<b>List of other Companies in which Directorship held as on 31st March, 2014</b>	Sea-king Club Pvt. Ltd.	NIL	NIL	NIL
<b>Chairman / member of the Committee of the Boards of the other Companies on which he is a Director as on 31st March, 2014</b>	NIL	NIL	NIL	NIL



## DIRECTORS' REPORT

To  
The Members,  
**Prime Property Development Corporation Limited**

Your Directors have pleasure in presenting the 22nd Annual Report of your Company along with the Audited Statement of Accounts for the year ended March 31, 2014.

### A. Financial Results:

Particulars	( ₹ In lacs)	
	2013-2014	2012 – 2013
Business & Other Income	731.06	10,364.59
Profit / (Loss) before Interest, Depreciation & Tax	334.67	1,782.96
Less:		
a. Interest	51.91	275.31
b. Depreciation	27.30	33.89
<b>Profit / (Loss) before tax</b>	<b>255.44</b>	<b>1,473.79</b>
Less: Provision for Tax:		
a. Current Year	51.23	310.32
b. Deferred Tax	(255.45)	245.63
c. MAT Credit Entitlement	35.86	(60.34)
d. Short / Excess for earlier years	32.76	8.47
<b>Profit / (Loss) for the Period</b>	<b>391.04</b>	<b>969.71</b>

### B. Dividend:

In view of meagre profit during the year, the Company does not propose to pay any dividend

### C. Current Year's Operation:

Company's Vile Parle (West) project was practically complete during the year and partial occupation certificate was obtained. One of the units in the project was sold during the year and sale proceeds are reflected in the books. Your Company has earned a net profit of ₹ 391.04 lacs as compared to ₹ 969.71 lacs in the previous year.

### D. Future Prospects:

Due to ambiguous position in the real estate scenario in Mumbai & particularly due to non availability of suitable projects in the preferred area of operation of your Company at the right price, the management has been hesitant in taking up new ventures. As such, the Company has on its hands only Prime Business Park project at Vile Parle (w), which is now ready for sale. A few more units in the project have already been contracted for sale, which however would be reflected in the books for the year 2014-2015.

### E. Directors' Responsibility Statement:

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the Annual Accounts for the financial year ended March 31, 2014, the applicable accounting standards have been followed and there has been no material departure.
- The Directors have selected such accounting policies in consultation with Statutory Auditors and applied them consistently and made judgments and estimates that were reasonable and prudent to maintain the matching revenue concept, so as to give a true and fair view of the state of affairs of the Company as on March 31, 2014 and of the profit of the Company for that period.
- The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956. They confirm that there are adequate systems and controls for safeguarding the interest of the Company and for preventing and detecting fraud and other irregularities.
- The Annual Accounts for the financial year ended March 31, 2014, is prepared on a 'going concern' basis.

### F. Directors:

Shri. Manish Soni retires by rotation at the ensuing Annual General Meeting & being eligible, offers himself for re-appointment. The Board recommends his re-appointment.

Resignation of Shri Alok Chowdhury from the Directorship was accepted by the Board of Directors w.e.f. 15.08.2014.





Shri Alok Chowdhury would continue to operate as CEO. Your Directors wish to place their appreciation for the valuable contribution made by him during his tenure as a Director.

Mr. K.Nalinakshan, an Independent Director, will cease to be a director w.e.f.27.09.2014. Your Directors wish to place their appreciation for the valuable contribution made by him during his tenure as a Director.

It is proposed that Mr Satendra Bhatnagar, Mr Yadavrao Pawar and Mr.Ishwarchand Shah, Independent Directors, are re-appointed by virtue of section 149,152 and other applicable provisions of Companies Act,2013 for a period of upto the conclusion of 23rd Annual General Meeting and they would not be required to retire by rotation. The Board recommends their re-appointment.

**G. Subsidiary:**

The operations of Subsidiary Company continues to be suspended pending renovation of the hotel with modern and improved amenities. It has applied for necessary statutory approvals from the authorities for modernization and enhanced capacity and is still awaiting clearance thereof.

**H. Fixed Deposits:**

Your Company has not accepted any deposits from the public, during the year under review.

**I. Buyback of equity shares:**

During the financial year 2014-2015 your Company has bought back 30,28,920 equity shares through tender offer route from its shareholders. Post buyback paid up equity share capital of the Company now stands reduced to 1,69,71,080 equity shares of ₹ 5/- each, from erstwhile 2,00,00,000 equity shares. This will also optimise returns and enhance overall shareholders value.

**J. Corporate Governance:**

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Company's Auditors confirming the compliance of the conditions on Corporate Governance as stipulated in clause 49 of Listing Agreement with the Stock Exchange is annexed thereto.

**K. Disclosure of Particulars:**

**(1) Material Changes after the Date of Balance Sheet:**

Pursuant to provisions of Section 217(1)(d) of the Companies Act, 1956, save as mentioned elsewhere in the Report there has been no material change and commitment affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of this Report.

**(2) Particulars Under Section 217 (1) (e) Of The Companies Act, 1956:**

Additional information required under the provisions of the above Section read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, regarding a) Conservation of Energy and b) Technology Absorption, are not applicable, as the Company is not carrying out any manufacturing operation.

**c) Foreign Exchange Earnings and Outgo:**

Particulars	As on 31.03.2014	As on 31.03.2013
a) Earnings in foreign exchange	Nil	Nil
b) Expenditure / outgo in foreign exchange (Travelling)	1,272,606	346,708

**(3) Particulars of Employees:**

There are no employees in receipt of remuneration exceeding the limit prescribed under the provisions of Section 217 (2A) of the Companies Act 1956 and rules framed there-under read with the Companies (Particulars of Employees) Rules, 1975.

**L. Auditor's Report:**

The observations of the Auditors in their Report have been dealt with in the Notes forming part of the accounts and other statements which are self-explanatory and does not require any further clarifications by the Board.

**M. Auditors:**

M/s. Vora & Associates, Chartered Accountants, Firm Registration No. 111612W, Statutory Auditors, retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. They have furnished a certificate to the effect that their proposed appointment, if made, will be in accordance with the limit specified under section 139 and 141 of the Companies Act, 2013.

**N. Acknowledgement:**

Your Directors would like to express their grateful appreciation for assistance and co-operation received from Banks, Authorities and all stake holders, customers and suppliers during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of the employees of the Company.

**For and on behalf of the Board of Directors**

Sd/-

**P. L. Soni**

**Chairman (DIN :00006463)**

**Place: Mumbai**

**Date: 14th August, 2014**



## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

While the major foreign economies in USA, Europe & Japan have experienced a modest recovery during the year, Indian Economy continued to be crippled by both internal & external factors. Monetary tightening by RBI to contain inflation, high interest rates, skewed land acquisition norms, an uncertain / vascillating foreign investment policy & near paralysis in the ability & willingness to govern, in general, for most part of the year under review, did adversely impact the entire Indian economy. During the year, there has been significant decline in industrial production & activity, high unemployment leading to lower demand for goods & services a low GDP growth for the second year in succession of below. 5%, which was amongst the lowest in the recent past. Recovery in US & Europe coupled with certain unfriendly foreign investment policy in the country resulted in a large scale flight of foreign capital, bringing severe pressures on the Rupee which touched almost ₹ 70/- to the Dollar, at one point. Inflationary pressures & high prices of essential goods & food, in particular, was a special feature for the year which neither monetary nor fiscal policies could bring under control, resulting in deep disappointment & hardship amongst general public. With a new RBI Governor & then an election & new government in Delhi, it is hoped that price rise would be reigned in now with more pragmatic policies & governance.

### **Industry Structure & Development:-**

Real estate sector in India, during the last decade, barring the last couple of years, has seen significant growth in almost all areas of residential, commercial & infrastructure. It has also experienced a large scale policy initiation to bring in a more regulated, transparent & user-friendly practices, besides attracting investment from foreign entities. As a result, the real estate at present, is amongst the top sectors in the matter of contribution to GDP, employment, assets creation, investment destination for both public & corporate, providing very useful services to the country. Long-standing demands amongst real estate players are to accord it industry status & provide a single window for multifarious approvals by the authorities. These, if & when granted, would bring down the delay, cost escalation, uncertainty & would benefit every stake holder. Though this sector, during the recent few years, had performed very erratically, the positive developments of the last quarter of the year & ushering in of a new government, post-election, have already witnessed signs of improvement. Quite a few new projects have been launched since the beginning of the new year, & the future appears more promising than the year under review.

### **Business Analysis / Performance / Outlook :-**

Your company has been hesitant to acquire any new project in view of generally ambiguous real estate scenario for the past few years, very high unrealistic land prices & non-availability of suitable projects at the right price in & around the Western suburbs of Mumbai, which remains the most preferred area of operation of the company. Consequently, there is only one project in hand situated in Vile Parle, West, namely Prime Business Park. Construction work for the project is practically complete & is now ready for sale. One of the units in this projects was sold during the year & this sale is reflected in the books for the year 2013-2014. A few more units / offices in the project were also since contracted for sale, which however would appear in the subsequent year's accounts. In the meantime, the management continues its efforts to sell / rent out the remaining units & also to acquire acceptable new projects in its area of operation, in line with its business module.

### **Opportunities, Threats, Risks & Concerns :**

Recent positive developments in major global countries & within the country are expected to bring in a new era of opportunities in the real estate sector, particularly with commercial activity getting a further boost.

Despite the above positive signals, the benefits are yet to accrue at the ground level. In case the expectations regarding policy changes, like, getting industry status & friendlier approval climate for real estate projects are not ushered in soon, real estate activity would continue to suffer from uncertainties as hitherto.

Like other business, demand / supply imbalance, in general & prices of inputs / outputs, in particular, would remain the risks that the Company would have to meet from time to time.

Non availability of suitable project land at the right price in the preferred area of operation of the Company are matters of concern for the Company & would have to be met. The Company is constantly exploring the environment & is in search for suitable opportunity to benefit therefrom.

### **Segment Performance:**

Your Company operates in a single business segment, namely property development; hence, no further disclosure is required under Accounting Standard 17 on segment reporting.

### **Internal Control Systems & their adequacy :**

The Company has a regular system of internal check & control, costing, budgeting, forecasting, monitoring projections & efforts are regularly put to further strengthen the system.

### **Material Development in Human Resources:**

The Company uses the services of a fairly good team of Engineers, Architects, Contractors, Suppliers and Legal Advisors. The people employed by the Company and other agencies working for the project, are technically qualified/competent and help in successful and timely execution of projects. The Company has a qualified Company Secretary and Compliance Officer to deal with secretarial work and service to shareholders.

### **Disclaimer :**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections and expectations may be "forward looking statement" within the meaning of applicable laws and regulations. Actual result might differ materially from those either expressed or implied. Important factors that materially affect the future performance of the Company include the State of the Indian economy, changes in government regulations, tax laws, input availability and prices, and the state of financial markets and other factors such as litigation over which the Company does not have direct control.

**For and on behalf of the Board of Directors**

**Sd/-**

**P. L. Soni**

**Chairman (DIN :00006463)**

**Place: Mumbai**

**Date:14th August,2014**

**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2013-2014**

The Corporate Governance code is a professional system framed for directing and controlling the organization. The purpose is to ensure compliance of local statutes and ensure safeguard and value addition in long term to the interest of its members, creditors, customers and employees.

The Company has initiated the practice of incorporating the Corporate Governance Report in the Annual Report in compliance with clause 49 of Listing agreement of BSE. A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standard in business activities while implementing the Corporate Governance Code. The management places on record that the mandatory compliances to constitute various committees as required by clause 49 of the listing agreement of the BSE, are in place.

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of Listing Agreement as applicable to the Company is set out below:

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company is committed to good corporate governance and has implemented the corporate governance norms as prescribed by SEBI. The Company's philosophy of corporate governance is based on preserving core values and ethical business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability and integrity across the Company.

**2. BOARD OF DIRECTORS**

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board which is well blended with a good combination of Executive and Independent Directors. The Board has complete access to any information within the Company & to any employee of the Company.

Pursuant to clause 49 of listing agreement, the Board meets at least once in every quarter to review quarterly/annual results and other items on the agenda and gap between two board meetings is not more than 4 months. The Board is apprised and informed of all the important information relating to the business of the Company including those listed in Annexure 1A of clause 49 of the Listing Agreement.

During the financial year ended March 31, 2014, strength of the Board of Directors was eight, whose composition is given below:

Promoter, Chairman	-	1
Promoter, Whole Time Directors	-	2
Whole time Director & CEO	-	1*
Independent Directors	-	4**

During the financial year ended March 31, 2014, four Board Meetings were held on 25th May, 2013, 10th August, 2013, 30th October, 2013, 11th February, 2014.

Attendance of Directors at Board Meetings during the financial year and the last AGM and details of Membership in other Boards and Committees are as under:

Name of the Director	Composition and Category	No. of Board Meetings attended	Attendance at last AGM held on Sept. 30, 2013	No. of Directorship in other companies		No. of Committee positions held in other companies	
				Member	Chairperson	Member	Chair-person
Shri Padamshi L. Soni	Chairman	4	Yes	0	1	0	0
**Shri Nalinakshan Kolangaradath	Independent Director	4	Yes	2	0	0	0
Shri Yadavrao C. Pawar	Independent Director	4	Yes	0	0	0	0
Shri Satendrakumar C. Bhatnagar	Independent Director	3	No	0	0	0	0
Shri Ishwarchand G. Shah	Independent Director	4	Yes	0	0	0	0
Shri Manish P. Soni	Whole time Director	3	Yes	1	0	0	0



Name of the Director	Composition and Category	No. of Board Meetings attended	Attendance at last AGM held on Sept. 30, 2013	No. of Directorship in other companies		No. of Committee positions held in other companies	
Shri Vishal P. Soni	Whole time Director	4	Yes	1	0	0	0
*Shri Alok A. Chowdhury	Whole time Director & CEO	4	Yes	0	0	0	0

\*Resigned from Directorship as Whole time Director w.e.f. 15.08.2014

\*\*Shri. Nalinakshan Kolangaradath ceases to be a Director w.e.f. 27.09.2014

**Note:**

Independent Directors have the same meaning as interpreted in Clause 49 of Listing Agreements. Independent Directors do not hold any shares or convertible instruments of the Company .

**3. DISCLOSURE REGARDING APPOINTMENT / RE-APPOINTMENT OF DIRECTORS  
RETIREMENT BY ROTATION**

In accordance with the provisions of the Companies Act, 2013, Shri Manish Soni, retire by rotation and has expressed his willingness to be appointed at the ensuing Annual General Meeting and has given a declaration that he is not disqualified, if he is appointed as a director.

**RE-APPOINTMENT OF INDEPENDENT DIRECTORS**

In accordance with section 149,152 and other provisions of the Companies Act, 2013, Shri Satendrakumar C. Bhatnagar, Shri Ishwarchand G. Shah and Shri Yadavrao C. Pawar, Independent Directors, be appointed for a term upto next Annual General Meeting and have expressed their willingness and given a declaration that they are not disqualified, if they are appointed as a director.

**4. AUDIT COMMITTEE**

The terms of reference of this Committee are wide enough to cover the matters specified for Audit Committee under clause 49 of the Listing Agreement as well as section 177 of the Companies Act, 2013.

The primary role of Audit Committee, interalia, is:

- To oversee the Company's financial reporting process and disclosure of financial information.
- To review the financial statements, adequacy of internal control systems and periodic audit reports.
- To recommend to the Board the matters relating to the financial management of the Company.
- To recommend appointment/re-appointment of Statutory Auditors and fixation of their remuneration.
- To hold discussions with Statutory Auditors periodically.
- To review the financial statements, in particular, the investments made by unlisted Subsidiary Company.

The Statutory Auditors of the Company are invited to attend Audit Committee Meetings, to discuss and review the quarterly/half yearly unaudited results, the annual audited accounts, internal audit, matters relating to the compliance with accounting standards, Auditor's observations arising from the audit of the Company's accounts and other related matters.

The Chairman of the Audit Committee is an Independent Director. He was present in AGM of the Company held on 30.09.2013. During the financial year ended March 31, 2014 four Audit Committee Meetings were held on 25th May, 2013, 10th August,2013, 30th October,2013, 11th February,2014.

The names of the Committee Members and number of Meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Shri Nalinakshan Kolangaradath	Chairman, Independent Director	4
Shri Satendrakumar C. Bhatnagar	Member, Independent Director	3
Shri Ishwarchand G. Shah	Member, Independent Director	4
Shri Padamshi L. Soni	Member, Promoter Director	4
Shri Vishal P. Soni	Member, Whole Time Director	4

**5. NOMINATION AND REMUNERATION COMMITTEE**

The terms of reference of the Committee is to determine, review and recommend the Company's policy on specific remuneration packages for Whole Time Directors, Non-Executive Directors and commission payable to the Chairman of the Company. The recommendations of the Committee are put up to the Board of Directors and Shareholders of the Company.



The Remuneration Committee met twice in the year 2013-2014 on 25.05.2013 and 30.10.2013.

The names of the Committee Members, their composition are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Shri Ishwarchand G. Shah	Chairman, Independent Director	2
Shri Nalinakshan Kolangaradath	Member, Independent Director	2
Shri Yadavrao C. Pawar	Member, Independent Director	2

The remuneration package/sitting fees given to the directors during the year 2013-2014 has remained unchanged & is as follows:

Name	Designation	Remuneration/Sitting Fees
Shri Manish Soni and Shri Vishal Soni	Whole-time Directors	₹1,50,000 p.m. each inclusive of perquisites, plus bonus of ₹51,000 each.
Shri Alok Chowdhury	Whole-time Director and CEO	₹1,50,000 p.m. inclusive of perquisites, plus bonus of ₹51,000.
Shri Nalinakshan Kolangaradath, Shri Ishwarchand Shah, Shri Satendra Bhatnagar, Shri Yadavrao Pawar	Independent Directors	₹20,000 per person per meeting plus expenses not more than ₹5,000.

The Chairman of Remuneration Committee was present in the Annual General Meeting held on 30.09.2013.

Company has not issued any stock options to any of its Directors and Employees.

#### 6. STAKEHOLDERS RELATIONSHIP COMMITTEE (erstwhile Shareholders Grievance Committee)

The Committee reviews all matters connected with the physical securities transfer. The Committee also looks into redressal of shareholders' complaints relating to transfer of shares/dematerialization, non-receipt of balance sheet, non-receipt of dividends, issue of share certificates on account of bonus, split or any other matter related to securities of the Company. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The Committee meets as and when required, depending upon grievances and/ or request for physical transfer of securities received by the Company.

The report received from the Share Transfer Agents as reviewed by the Committee is placed at the Board Meetings from time to time. During the financial year ended March 31, 2014, four Shareholders/Investors Grievance Committee Meetings were held on 25th May, 2013, 10th August, 2013, 30th October, 2013, 11th February, 2014.

The names of the Committee Members and meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meeting Attended
Shri Yadavrao C. Pawar	Chairman, Independent Director	4
Shri Manish P. Soni	Member, Whole Time Director	3
Shri Alok A. Chowdhury	Member, Whole Time Director & CEO	4

The Company has attended the investors grievances / correspondence promptly. There were no investors' complaints pending as on March 31, 2014. There were Nil outstanding requests for transfer & Nil pending requests for dematerialization of shares as on March 31, 2014. One court case, by an unregistered person claiming to be shareholder of the Company is pending.

#### Name and designation of Compliance Officer

##### Ms. Zarana Jhaveri

Company Secretary and Compliance officer

Email: compliance\_officer@ppdcl.com

Ph.No.: 26242144, Fax: 26235076

#### 7. SUBSIDIARY COMPANY

Sea-king Club Pvt. Ltd., an unlisted Company, is a wholly owned Subsidiary Company since February, 2010.

Shri Padamshi Soni, Shri Manish Soni and Shri Vishal Soni are the Directors of the Company.

In compliance with the clause 49(III)(ii) of Listing Agreement, the Audit Committee of Prime Property Development Corporation Ltd. reviews the financial statements, and in particular, the investment made by the unlisted Subsidiary Company.



The Minutes of the Board meetings of the Subsidiary Company are placed at the Board meeting of Prime Property Development Corporation Ltd. The management periodically brings to the attention of Board of Directors, all significant transactions and arrangements entered into by the Subsidiary Company. The Subsidiary Company has not made any investments as on 31.03.2014.

The Ministry Of Corporate Affairs, Government of India, has granted a general exemption from attaching Balance sheet, Profit and Loss A/c statement and Schedules thereto and Reports of Board of Directors and Auditors vide its general circular no.2/2011 dated 8th February, 2011. In view of this circular your Company has not annexed audited annual accounts of the Subsidiary Company viz. Sea-King Club Pvt. Ltd. for the year ended 31.03.2014. Your Board of Directors in its meeting held on 14 August,2014 has by resolution also given consent for not attaching the Annual Accounts of the Subsidiary Company. Shareholders interested in obtaining copies of Annual Reports of Subsidiary Company are requested to apply to the Company Secretary and Compliance officer.

## 8. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Venue
2012-2013	Sept. 30, 2013	11.30a.m.	101, Soni House, Plot No.34,Gulmohar Road No.1,JVPD Scheme, Vile Parle (West),Mumbai- 400049.
2011-2012	Sept. 29, 2012	11.30a.m.	101, Soni House, Plot No.34,Gulmohar Road No.1,JVPD Scheme, Vile Parle (West),Mumbai- 400049.
2010-2011	Sept. 30, 2011	11.30a.m.	Santokba Sanskar Sadan, Next to Bhaidas Maganlal Sabhagriha, Bhaktivedant Swami Marg, Vile Parle (W), Mumbai 400 056.

Special resolutions were passed in the meetings by the shareholders in the respective year.

No extraordinary general meeting was held during the year 2013-2014.

No Postal ballot was conducted during the year 2013-2014

## 9. DISCLOSURES

The Board has authorized Prime Property Development Corporation Ltd. to lend and/or make investments or to give guarantee to the bankers of Sea-king Club Pvt. Ltd., its wholly owned Subsidiary Company, in one or more tranches, upto ₹100 crores (Rupees One hundred crores).

Loan of ₹10,42,59,290 was given by the Company to Sea-King Club Pvt. Ltd. as on 31.03.2014 as against Rs 3,10,09,337 in the previous year.

Sea-King Club Pvt. Ltd. had taken loan from State Bank Of India, guaranteed by Prime Property Development Corporation Ltd. and Personal Guarantee by Shri Padamshi Soni, Shri Manish Soni and Shri Vishal Soni.This loan has since been repaid,leaving a nominal balance of ₹44,480/- as against ₹6.59 crores in the previous year .

There are no other materially significant related party transactions, which have the potential to conflict with the interest of the Company at large.

The Company has complied with all the requirements of the Listing Agreement with the BSE Limited as well as the regulations and guidelines of SEBI. No penalties were imposed or strictures passed against your Company by SEBI, Stock Exchange or any other statutory body on any matter relating to capital markets during last 3 years.

## 10. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management of the Company. In compliance with clause 49(1)(D)(II) of Listing Agreement,all personnel have affirmed to it.

## 11. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the BSE Limited immediately after they are approved by the Board and these are published in the leading newspapers.

Management Discussion & Analysis Report for the year ended March 31, 2014 forms a part of this Annual Report and is given under the section so captioned.

Company has created a website addressed as [www.ppdcl.com](http://www.ppdcl.com)

Email address of the Company is [info@ppdcl.com](mailto:info@ppdcl.com)

**12. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)**

ISIN is a unique identification number of traded scrip. The number has to be quoted in each transaction relating to the dematerialized equity shares of the Company. The Company's ISIN is INE233C01023.

**13. SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL**

As required by regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, a quarterly audit is conducted by a Practicing Company Secretary, reconciling the Issued and Listed Share Capital of the Company with the aggregate of the shares held by the investors in physical form and in demat form in CDSL and NSDL and said certificates are submitted to the BSE wherein the shares are traded, within the prescribed time limit.

As on March 31, 2014, there was no difference between the Issued capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

**14. GENERAL SHAREHOLDER INFORMATION**

**Day, Date and Time :** Friday, September 26, 2014 at 11.30 a.m.

**Venue :** Registered office of Prime Property Development Corporation Limited  
101, Soni House, Plot No.34, Gulmohar Road No.1,  
JVPD Scheme, Vile Parle (West),  
Mumbai- 400049.

**b) Financial Calendar:**

Results for quarter ending June,2014	By August 15,2014
Results for quarter ending Sept.,2014	By November 15,2014
Results for quarter ending Dec.,2014	By February 15,2015
Results for Year ended March, 2015	By May 30,2015

**c) Date of Book Closure :** September 22, 2014 to September 26, 2014 (both days inclusive)

**e) Listing on Stock Exchange :** Shares of the Company are listed on BSE Limited, Madras Stock Exchange Limited, Jaipur Stock exchange Ltd. and Ahmedabad Stock Exchange Limited

**f) Stock Codes(for shares) :** 530695  
**Symbol (for shares):** PRIMEPROP  
**Demat ISIN Number in NSDL & CDSL :** INE233C01023

**g) Market Price Data of the Company and comparison with BSE Sensex**

Month	Prime Property Development Corporation Ltd.		Sensex	
	High	Low	High	Low
Apr-13	14	9.53	19622.68	18144.22
May-13	14	10.12	20443.62	19451.26
Jun-13	14.64	12.9	19860.19	18467.16
Jul-13	13.9	10.06	20351.06	19126.82
Aug-13	11.55	9	19569.2	17448.71
Sep-13	13.59	10.8	20739.69	18166.17
Oct-13	10.99	8.71	21205.44	19264.72
Nov-13	13.24	9.95	21321.53	20137.67
Dec-13	11.46	9.3	21483.74	20568.7
Jan-14	11.4	9.7	21409.66	20343.78
Feb-14	11.89	8.81	21140.51	19963.12
Mar-14	11.55	8.7	22467.21	20920.98

**h) Registrar and Transfer Agents:****M/s LINK INTIME INDIA PVT. LIMITED**

C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (W), Mumbai 400 078  
Tel: 25963838 Fax: 25962691.  
website: www.linkintime.co.in

**i) Share Transfer System:**

The Company's shares are traded on BSE mandatorily in demat mode. Physical Shares which are lodged with the Registrar and Transfer Agents / or with the Company for transfer are processed and returned to the Shareholders duly transferred within the time limit stipulated under the Listing Agreement subject to the documents being in order. Members holding shares in physical form are requested to get them dematerialized for easy transactions on stock exchange.

**j) Distribution of Shareholding as on March 31, 2014:**

No. of Equity Shares Held	Shareholders		No. of Shares	
	No	% of Total	No. of shares held	% of Total
UPTO 500	2626	75.6554	426437	2.1322
501 - 1000	365	10.5157	303441	1.5172
1001 - 2000	222	6.3959	339597	1.6980
2001 - 3000	64	1.8438	161705	0.8085
3001 - 4000	49	1.4117	176503	0.8825
4001 - 5000	23	0.6626	110893	0.5545
5001 - 10000	59	1.6998	425309	2.1265
10001 - And Above	63	1.8150	18056115	90.2806
<b>TOTAL</b>	<b>3471</b>	<b>100.00</b>	<b>20000000</b>	<b>100.00</b>

**k. Share Holding Pattern as on March 31, 2014:**

Category		No. of shares	% of Shareholding
a.	Promoter's holding	12129347	60.6467%
b.	FII's	25000	0.1250%
c.	Corporate Bodies	2906360	14.5318%
d.	Public (In India)	4856960	24.2848%
e.	NRI's / OCB's	66505	0.3325%
f.	Clearing Member	15153	0.0758%
g.	Any Other (Trust)	675	0.0034%
<b>GRAND TOTAL...</b>		<b>20,000,000</b>	<b>100.00%</b>

**l. Dematerialization of shares:**

98.75% of the Company's paid up equity share capital has been dematerialized up to March 31, 2014. Trading in the equity shares of the Company at BSE Limited is permitted only in dematerialized form.

The details of dematerialized shares as on March 31, 2014 are as under:

Depository	No. Of Shareholders	No. Of Shares	% Of Capital
NSDL	1960	17443334	87.217%
CDSL	1256	2306622	11.533%
<b>TOTAL</b>	<b>3216</b>	<b>19749956</b>	<b>98.750%</b>

Request for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days. Shares of the Company are traded on BSE.

**15. Address for Correspondence**

All Correspondence relating to the shares of the Company should be forwarded to the below mentioned address:



**Link Intime India Private Limited****Unit: Prime Property Development Corporation Limited**

C-13, Pannalal Silk Mills Compound, L. B. S. Marg,

Bhandup (W), Mumbai - 400 078

Tel: 25963838 Fax: 25962691.

Email: mumbai@linkintime.co.in

**16. Green Initiative**

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. 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 in respect of their holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to contact Ms. Zarana Jhaveri, Company Secretary and Compliance officer, on compliance\_officer@ppdcl.com or at the Registered office of the Company or to Link Intime India Pvt. Ltd. on above mentioned contact details.

**For and on behalf of the Board of Directors****Sd/-****P. L. Soni****Chairman (DIN :00006463)****Place: Mumbai****Date:14th August,2014****CEO/CFO CERTIFICATE**

In terms of the requirement of Clause 49 of the Listing Agreement, the certificates from CEO/CFO have been obtained.

**For and on behalf of the Board of Directors****Sd/-****P. L. Soni****Chairman (DIN :00006463)****Place: Mumbai****Date:14th May, 2014****DECLARATION OF CODE OF CONDUCT**

As per clause 49(I)(D) of Listing Agreement, all the Board Members and Senior Management personnel have affirmed compliance with the code.

**For and on behalf of the Board of Directors****Sd/-****Alok Chowdhury (DIN :02133472)****Whole-time Director and CEO****Place: Mumbai****Date : 14th May, 2014****AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE****To,**

The Members of,

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED.**

We have examined the compliance of conditions of Corporate Governance by Prime Property Development Corporation Limited (the 'Company'), for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)****MAYUR A. VORA  
PARTNER****(Membership No. 30097)****Place : Mumbai****Date : 14th August, 2014**



## **INDEPENDENT AUDITORS REPORT**

**To,  
THE MEMBERS OF  
PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED** ("The Company") which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards notified in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements, read together with the Notes No. 1 to 24 thereon, give the information required by the Companies Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) In the case of the Statement of Profit and Loss, of the PROFIT for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Emphasis of Matter**

We draw your attention to Note 24 (v) to the financial statements which states that the Company has transferred Fixed Assets of ₹ 7,83,63,998/- and Cost of Construction of ₹ 15,16,36,002/- appearing under Capital Work in Progress to Inventories for sale in the ordinary course of business. We would also like to draw your attention to Note No. 24 (vi) where the Company has made provision for gratuity by adopting actuarial valuation as per Accounting Standard 15 issued by the Institute of Chartered Accountants of India. Our opinion is not qualified in respect of these matters.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("The Order") issued by the Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Companies Act, 1956, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified in sub section(3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013;
  - e. on the basis of written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No: 111612W)  
MAYUR A. VORA  
PARTNER  
(Membership No: 030097)

**Place: Mumbai**  
**Dated: 14th May, 2014**



## **Annexure to the Auditors' Report**

(Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date for the year ended 31st March 2014)

- (i) In respect of its Fixed Assets
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - (b) As explained to us and according to the practice generally followed by the Company, all the fixed assets have been verified in a periodical manner by the management during the year and no material discrepancies were noticed on such physical verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.
  - (c) During the year, the Company has transferred an Asset and Capital Work in Progress thereon to the Inventory for sale in normal course of business. However, the Company has not disposed off any substantial part of its fixed assets during the year under review, so as to affect its going concern.
- (ii) In respect of inventories
  - (a) As explained to us, the Management as at the end of the financial year or after the year end has physically verified the stock of inventory in the Company's custody.
  - (b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of stock followed by the management is reasonable and adequate in relation to size of the Company and nature of its business.
  - (c) In our opinion, the Company is generally maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material having regard to the size of the operations of the Company and have been dealt with in the books of accounts at appropriate prevailing value.
- (iii) In respect of loans, secured or unsecured, granted or taken by the Company to / from Companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956;
  - (a) During the year, the Company has not granted any secured or unsecured loans to companies, firms or other parties covered under register maintained u/s 301 of the Companies Act, 1956. Consequently, the requirements of paragraphs 4(iii) (b), (c), (d) of the "Order" are not applicable to the Company.
  - (e) The Company has taken unsecured loan from 1 party covered in the register maintained u/s 301 of the Companies Act, 1956. In respect of the said loan, the maximum amount outstanding at any time during the year was ₹ 18,50,00,000/- and the year-end balance is ₹ NIL.
  - (f) The rate of interest and other terms and conditions of the aforesaid loan taken is prima facie not prejudicial to the interest of the Company.
  - (g) The Company has repaid the principal amount and interest as stipulated to the aforesaid party.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business for purchase of inventory and fixed assets and for sale of goods and services, if any. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) In respect of contracts or arrangements entered in the register maintained in pursuance of section 301 of the Companies Act, 1956;
  - (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section.
  - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts and arrangements entered in the Register maintained u/s 301 of the Companies Act, 1956 and exceeding the value of ₹ 5.00 lacs in respect of each party during the year have been made at prices which appear reasonable as per the information available with the Company.
- (vi) The Company has not accepted any deposits from the public within the meaning of Section 58A and Section 58AA of the Companies Act 1956.
- (vii) As informed to us, the Company has no formal internal audit department as such, but its internal control procedures generally ensure reasonable internal check of its financial and other records, commensurate with the size of the Company and nature of its business.
- (viii) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained being real estate construction business.



- (ix) In respect to statutory dues
- (a) According to the records of the Company, the undisputed statutory dues under Income Tax, Wealth Tax, Value Added Tax, Service Tax and other Statutory Dues as applicable to it have been generally regularly deposited with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014 for a period of more than six months from the date of becoming payable.
- (b) According to the information and explanations given to us, there were no dues of Income Tax, Wealth Tax, Value Added Tax, Service Tax and other statutory dues as may be applicable to it, which have not been deposited with the appropriate authorities on account of any dispute.
- (x) The Company does not have accumulated losses. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) The Company does not have any outstanding dues to any bank or financial institution during the year under review.
- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to the information and explanation given to us, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of "the Order" are not applicable to the Company.
- (xiv) In our opinion, the Company is not a dealer in or trader in shares, securities, debentures and other investments. However, the Company has invested surplus funds in marketable securities and are held in its own name. The Company has maintained proper records of the transactions and contracts and timely entries have been made therein.
- (xv) According to the information and explanations given to us, the Company has given corporate guarantee to the bankers on behalf of Wholly Owned Subsidiary Company Sea King Club Private Limited in respect of credit facilities availed of ₹ 50 crores.
- (xvi) According to the information and explanations given to us, the Company has not obtained any term loan during the year. Therefore, the provisions of clause 4 (xvi) of "the Order" are not applicable to the Company
- (xvii) The Company has not raised any fund on short term basis that have been used for long term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act 1956, during the year.
- (xix) The Company has not raised any funds by way of debenture during the year.
- (xx) The Company has not raised any money by way of public issue during the year.
- (xxi) According to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

**For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No: 111612W)**

**MAYUR A. VORA  
PARTNER  
(Membership No: 030097)**

**Place: Mumbai**

**Dated: 14th May, 2014**

**STANDALONE BALANCE SHEET AS AT 31ST MARCH 2014**

(Figures in ₹)

Particulars	Note	As at 31st March 2014	As at 31st March 2013
<b>EQUITY AND LIABILITIES</b>			
Shareholders' funds			
Share Capital	2	100,000,000	100,000,000
Reserves and Surplus	3	643,660,761	604,556,740
<b>Non-Current Liabilities</b>			
Long-term Borrowings		-	-
Deferred tax liabilities (Net)	4	2,083,746	27,628,900
Other Long term liabilities	5	48,141,888	48,800,000
<b>Current Liabilities</b>			
Trade payables	6	2,946,357	36,093,449
Other Current Liabilities	7	10,693,425	303,649,321
Short-term provisions	8	3,911,455	34,276,000
<b>TOTAL</b>		<b>811,437,632</b>	<b>1,155,004,411</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	9	22,067,296	24,760,542
Capital Work-in-Progress		-	215,034,795
Non-Current Investments	10	307,505,490	315,031,476
Long-term loans and advances	11	139,453,297	86,119,634
<b>Current Assets</b>			
Inventories	12	214,494,391	-
Trade receivables	13	1,700,000	501,700,000
Cash and Cash equivalents	14	2,975,216	5,541,304
Short-term loans and advances	15	123,183,640	6,699,145
Other Current Assets	16	58,302	117,515
<b>TOTAL</b>		<b>811,437,632</b>	<b>1,155,004,411</b>

Notes are integral part of the Financial Statements

Significant Accounting Policies	1
Other Additional Disclosures	24

As per our attached reports of even date  
For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Regn No. 111612W)

MAYUR A VORA  
PARTNER  
(Membership No.: 30097)

Place: Mumbai  
Date: 14<sup>th</sup> May, 2014

For and on behalf of the Board of Directors

PADAMSHI L. SONI	CHAIRMAN
K. NALINAKSHAN	DIRECTOR
MANISH P. SONI	WHOLETIME DIRECTOR
VISHAL P. SONI	WHOLETIME DIRECTOR
ALOK CHOWDHURY	WHOLETIME DIRECTOR
ZARANA JHAVERI	COMPANY SECRETARY

Place: Mumbai  
Date: 14<sup>th</sup> May, 2014



## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

(Figures in ₹)

Particulars	Note	As at 31st March 2014	As at 31st March 2013
Revenue from Operations	17	50,100,000	1,035,000,000
Other Income	18	23,005,615	1,459,474
<b>Total Revenue</b>		<b>73,105,615</b>	<b>1,036,459,474</b>
Expenses:			
Cost of materials consumed	19	15,505,609	68,300,164
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	20	-	753,694,904
Employee benefits expense	21	10,311,022	24,304,065
Finance costs	22	5,191,512	27,531,296
Depreciation and amortization expense	9	2,730,946	3,388,892
Other expenses	23	13,821,587	11,860,834
<b>Total Expenses</b>		<b>47,560,676</b>	<b>889,080,155</b>
<b>Profit / (Loss) Before Tax</b>		<b>25,544,939</b>	<b>147,379,320</b>
Tax Expense:			
(1) Current tax		5,123,092	31,031,500
(2) MAT Credit Entitlement		3,586,530	(6,034,000)
(3) Short / Excess for earlier years		3,276,450	847,241
(4) Deferred tax		(25,545,154)	24,563,115
<b>Profit / (Loss) for the year</b>		<b>39,104,021</b>	<b>96,971,464</b>
Earnings per Equity Share (Basic & Diluted)			
Face value of ₹ 5/- each		1.96	4.85

Notes are integral part of the Financial Statements

Significant Accounting Policies

1

Other Additional Disclosures

24

As per our attached reports of even date

For VORA &amp; ASSOCIATES

CHARTERED ACCOUNTANTS

(ICAI Firm Regn No. 111612W)

MAYUR A VORA

PARTNER

(Membership No.: 30097)

Place: Mumbai

Date: 14<sup>th</sup> May, 2014

For and on behalf of the Board of Directors

PADAMSHI L. SONI

K. NALINAKSHAN

MANISH P. SONI

VISHAL P. SONI

ALOK CHOWDHURY

ZARANA JHAVERI

CHAIRMAN

DIRECTOR

WHOLETIME DIRECTOR

WHOLETIME DIRECTOR

WHOLETIME DIRECTOR

COMPANY SECRETARY

Place: Mumbai

Date: 14<sup>th</sup> May, 2014

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014**

( Figures in ₹ )

PARTICULARS	2013 - 2014	2012-2013
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit / (Loss) before Tax and Extraordinary items</b>	25,544,939	147,379,320
<b>Adjustment for:</b>		
Depreciation	2,730,946	3,388,892
(Profit) / Loss on Sale of Investment	3,891,370	-
Interest Income	(19,345,886)	(282,399)
Provision for Gratuity	(504,650)	3,800,000
Gratuity Paid	(153,462)	-
Dividend Income	(15,229)	(55,073)
	(13,396,911)	6,851,420
	12,148,028	154,230,740
Less: Income taxes paid	15,442,876	18,372,436
<b>Operating Profit Before Working Capital Changes</b>	(3,294,848)	135,858,304
(Increase) / Decrease in Inventories	15,505,609	753,694,904
(Increase)/ Decrease in Loans and Advances & Current Assets	326,577,814	(502,177,192)
Increase/ (Decrease) in Trade Payables & Current Liabilities	(326,102,989)	(125,618,924)
Increase/ (Decrease) in Other Advances	-	-
	15,980,434	125,898,787
Cash generated from / (Used in) operations (A)	12,685,587	261,757,091
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of Fixed Assets	(15,002,905)	(26,710,276)
Sale of Fixed Assets	-	-
Dividend Income	15,229	55,073
Purchase / (Sale) of Investments	7,525,986	-
Interest Income	19,345,886	282,399
Profit / (Loss) on Sale of Fixed Assets / Investment	(3,891,370)	-
Net cash used in Investing activities (B)	7,992,826	(26,372,804)
<b>CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Secured Loans taken / (repaid)	-	(102,377,290)
Unsecured Loans taken / (repaid)	-	(120,480,000)
Dividend Paid	(20,000,000)	(10,000,000)
Tax Paid on above dividend	(3,244,500)	(1,622,500)
<b>Net cash generated from Financial Activities (C)</b>	(23,244,500)	(234,479,790)
<b>NET CHANGES IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>(2,566,087)</b>	<b>904,497</b>
Cash and Cash Equivalent (Opening Balance)	5,541,304	4,636,807
Cash and Cash Equivalent (Closing Balance)	2,975,216	5,541,304

## Notes:

- The Cash flow statement has been prepared under the "Indirect method" as the set out in Accounting Standard - 3 "Cash Flow Statement" issued by The Institute of Chartered Accountants of India.
- Purchase of Fixed Assets includes movement of Capital Work in Progress during the year.
- Cash and Cash Equivalents include Cash and Bank Balance.
- Figures of Previous years have been regrouped and rearranged wherever necessary to conform to Current Year's classification.

For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Regn No. 111612W)

MAYUR A. VORA  
PARTNER  
(Membership No.: 30097)

Place: Mumbai  
Date: 14<sup>th</sup> May, 2014

FOR AND ON BEHALF OF BOARD

PADAMSHI L. SONI  
K. NALINAKSHAN  
MANISH P. SONI  
VISHAL P. SONI  
ALOK CHOWDHURY  
ZARANA JHAVERI

Place: Mumbai  
Date: 14<sup>th</sup> May, 2014

CHAIRMAN  
DIRECTOR  
WHOLETIME DIRECTOR  
WHOLETIME DIRECTOR  
WHOLETIME DIRECTOR  
COMPANY SECRETARY



## NOTES FORMING PART OF ACCOUNTS

## Note 2 Share Capital

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
<b>Authorised</b>		
4,00,00,000 Equity Shares of ₹ 5/-each (P.Y. 400,00,000 Equity Shares of ₹ 5/- each)	200,000,000	200,000,000
<b>Issued, Subscribed &amp; Fully Paid up</b>		
20,000,000 Equity Shares of ₹ 5/-each (P.Y. 20,000,000 Equity Shares of ₹ 5/- each)	100,000,000	100,000,000
Total	100,000,000	100,000,000

## a) Reconciliation of Number of Shares Outstanding at the beginning &amp; end of the year

Equity Shares (F.V. of ₹ 5/- each)	As At 31st March 2014		As At 31st March 2013	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	20,000,000	100,000,000	20,000,000	100,000,000
Add: Shares Issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	20,000,000	100,000,000	20,000,000	100,000,000

## b) Details of Share holders holding greater than 5% of Equity Share Capital

Name of Shareholder	As At 31st March 2014		As At 31st March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Padamshi L. Soni	9,751,925	48.76%	9,751,925	48.76%
Smt. Prabhavati P. Soni	1,777,422	8.89%	1,777,422	8.89%
Minal Finances Pvt.Ltd.	1,146,169	5.73%	1,146,169	5.73%

The above Share Holdings are as per the Register of Members

## c) Terms / Rights attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 5/- per share. Each Share Holder is eligible for one vote per share held. In the unlikely event of liquidation of the Company, the holders of the Equity Shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the equity shareholders.

The Company has distributed ₹ 2,00,00,000/- as Dividend for F.Y. 2012-2013 and ₹ 1,00,00,000/- as dividend for F.Y. 2011-2012

## Note 3 Reserves and Surplus

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
a) General Reserves		
As per last balance sheet	84,150,000	76,650,000
(+/-) Transfer during the year	-	7,500,000
	84,150,000	84,150,000
b) Surplus in statement of profit and loss		
As per Last Balance Sheet	520,406,740	454,179,777
(+) Net Profit/(Net Loss) For the current year	39,104,021	96,971,464
(-) Proposed Dividends	-	20,000,000
(-) Provision for Tax on Dividend	-	3,244,500
(-) Transfer to General Reserves	-	7,500,000
Closing Balance	559,510,761	520,406,740
Total	<b>643,660,761</b>	<b>604,556,740</b>





## NOTES FORMING PART OF ACCOUNTS

**Note 4 Deferred Tax Liabilities / Assets**

In accordance with Accounting Standard 22, relating to "Accounting on Taxes on Income", the provision for deferred tax asset and liability of ₹ 25,545,154/- has been shown as income for the Current year. The component of deferred tax liability and assets is as under;

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
<b>Deferred Tax Liability</b>		
Depreciation	(3,188,793)	(28,947,504)
	(3,188,793)	(28,947,504)
<b>Deferred Tax Assets</b>		
Carried Forward Short Term Loss	85,504	85,504
Gratuity Payable	1,019,543	1,233,100
	1,105,047	1,318,604
<b>Deferred Tax Liability / Assets (Net)</b>	<b>(2,083,746)</b>	<b>(27,628,900)</b>

**Note 5 Other Long Term Liabilities**

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
(a) Others	45,000,000	45,000,000
(b) Provision for Gratuity	3,141,888	3,800,000
<b>Total</b>	<b>48,141,888</b>	<b>48,800,000</b>

**Note 6 Trade Payables**

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Others #	2,946,357	36,093,449
<b>Total</b>	<b>2,946,357</b>	<b>36,093,449</b>

# The above Balances are subject to confirmation and reconciliation.

There are no dues to any Micro Small & Medium Enterprise

**Note 7 Other Current Liabilities**

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
<b>Loans from Related Parties</b>		
Prime Property Developers	-	176,170,000
UnPaid Dividend	2,322,018	1,996,764
Security Deposits	5,933,400	-
Other Liabilities	3,035	115,000,000
Advance Interest Recd	2,050,000	
<b>Other Payable</b>		
Payable towards TDS under Income Tax	381,697	2,455,469
Payable towards Profession Tax	2,275	2,475
Commission to Chairman (Net)	-	7,958,091
Outstanding Expenses	1,000	66,523
	10,693,425	303,649,321
<b>Total</b>	<b>10,693,425</b>	<b>303,649,321</b>

**Note 8 Short Term Provision**

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
<b>Others</b>		
Provision for Taxation (Net)	3,911,455	11,031,500
Proposed Dividend	-	20,000,000
Provision for Tax on Proposed Dividend	-	3,244,500
<b>Total</b>	<b>3,911,455</b>	<b>34,276,000</b>


**Note : 9 Fixed Assets**

Fixed Assets	Gross Block (at Cost)				Depreciation				Net Block (W. D. V)	
	As at 01.04.2013	Additions during the year	(Deductions/ Adjustments)	As at 31.03.2014	As at 01.04.2013	Charge for the year	(Deductions/ Adjustments)	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>a</b>										
<b>Tangible Assets</b>										
Buildings	22,204,369	-	-	22,204,369	5,454,919	837,472	-	6,292,391	15,911,978	16,749,450
Furniture and Fixtures	5,205,562	-	-	5,205,562	3,864,463	242,740	-	4,107,203	1,098,359	1,341,099
Vehicles #	23,889,543	-	-	23,889,543	17,933,590	1,541,996	-	19,475,586	4,413,957	5,955,953
Office equipment	1,976,166	37,700	-	2,013,866	1,291,649	96,930	-	1,388,579	625,287	684,517
Computers	1,702,247	-	-	1,702,247	1,672,724	11,808	-	1,684,532	17,715	29,523
<b>Total</b>	<b>54,977,887</b>	<b>37,700</b>	<b>-</b>	<b>55,015,587</b>	<b>30,217,345</b>	<b>2,730,946</b>	<b>-</b>	<b>32,948,291</b>	<b>22,067,296</b>	<b>24,760,542</b>
<b>b</b>										
Building **	229,227,668	14,965,205	(244,192,873)	-	14,192,873	-	(14,192,873)	-	-	215,034,795
<b>Total</b>	<b>229,227,668</b>	<b>14,965,205</b>	<b>(244,192,873)</b>	<b>-</b>	<b>14,192,873</b>	<b>-</b>	<b>(14,192,873)</b>	<b>-</b>	<b>-</b>	<b>215,034,795</b>
<b>Total</b>	<b>284,205,555</b>	<b>15,002,905</b>	<b>(244,192,873)</b>	<b>55,015,587</b>	<b>44,410,218</b>	<b>2,730,946</b>	<b>(14,192,873)</b>	<b>32,948,291</b>	<b>22,067,296</b>	<b>239,795,337</b>

Note

#The Vehicles are registered with RTO in the name of a Director.

\*\*During the year, Company has completed the construction of fixed assets and same has been transferred to inventory.



## NOTES FORMING PART OF ACCOUNTS

## Note 10: Non Current Investment

Sr. No.	Particulars	No. of Shares / Units		Amount (₹)	
		31.03.2014	31.03.2013	31.03.2014	31.03.2013
(a)	<b>Investment in Equity Instruments (fully paid up)</b>				
	<b>i) Quoted Investment at Cost</b>				
	Surana Industries Limited	250	250	27,111	27,111
	Rathi Steel & Power Limited	2,220	2,220	437,481	437,481
	Hubtown Limited (Ackruti City Limited)	10,821	10,821	6,040,899	6,040,899
	Reliance Power Limited	-	6,000	-	1,474,079
	Alok Industries Limited	-	30,000	-	673,350
	Essar Oil Limited	-	7,909	-	1,212,392
	The India Cements Limited	-	13,500	-	1,771,904
	JSW Ispat Steel Limited	-	10,000	-	251,163
	Jaiprakash Associates Limited	-	5,250	-	755,581
	Punj Lyod Limited	-	500	-	129,581
	Reliance Industries Limited	-	312	-	305,950
	Global Offshore Services Limited	-	2,000	-	379,473
	Suzlon Energy Limited	-	6,000	-	572,513
				6,505,490	14,031,476
	Market value on Quoted Shares			1,270,775	6,374,573
	<b>ii) Unquoted Investment at cost</b>				
	Sea-King Club Private Limited (100 % Wholly Owned Subsidiary Company)	5,000	5,000	301,000,000	301,000,000
	<b>Total</b>			<b>307,505,490</b>	<b>315,031,476</b>

No provision is made for diminution in value of Investments, being considered Long Term in nature by the Management

## Note 11: Long Term Loans and Advances

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
Unsecured, considered good		
a. Security Deposits	194,007	110,297
b. Loans and advances to related parties **	104,259,290	31,009,337
c. Other loans and advances	35,000,000	55,000,000
<b>Total</b>	<b>139,453,297</b>	<b>86,119,634</b>

\*\*During the year Company has given an interest free loan to its Wholly Owned Subsidiary Company, M/s Sea-King Club Private Limited, maximum balance outstanding during the year is ₹ 10,42,59,290/-

## Note 12: Inventories (Refer Note 1 (g))

(As Certified by the Management)

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
Work in Progress (at Cost)	214,494,391	-
<b>Total</b>	<b>214,494,391</b>	<b>-</b>

## Note 13: Trade Receivables

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
Other Receivables		
Unsecured, considered good		
More than six months	-	501,700,000
Considered Doubtful	1,700,000	-
<b>Total</b>	<b>1,700,000</b>	<b>501,700,000</b>



## NOTES FORMING PART OF ACCOUNTS

### Note 14: Cash and Cash Equivalents

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
a. Balances with banks		
Current Account	165,015	2,157,770
Unpaid Dividend Account	2,322,018	1,996,764
b. Cash on hand	488,184	1,386,770
<b>Total</b>	<b>2,975,216</b>	<b>5,541,304</b>

### Note 15: Short Term Loans and Advances

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
<u>Unsecured, considered good</u>		
Loans and advances to related parties	633,970	485,945
Loans and advances to Others	120,000,000	-
Staff Advances	102,200	179,200
MAT Credit Entitlement	2,447,470	6,034,000
<b>Total</b>	<b>123,183,640</b>	<b>6,699,145</b>

### Note 16: Other Current Asset

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
Other Recoverables	30,000	7,567
Income Tax Refund Due	-	76,711
Prepaid Expenses	28,302	33,237
<b>Total</b>	<b>58,302</b>	<b>117,515</b>

### Note 17: Revenue from Operations

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Income from Sale	50,100,000	1,035,000,000
<b>Total</b>	<b>50,100,000</b>	<b>1,035,000,000</b>

### Note 18: Other Income

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Interest Income on FD	19,341,667	-
Difference in Op. Bal Gratuity	743,278	-
Interest on IT Refund	4,219	282,399
Dividend Income	15,229	55,073
Other non-operating income	1,062	24,957
Sundry Balance Written back	2,485,460	1,097,045
Rent Received	414,700	-
<b>Total</b>	<b>23,005,615</b>	<b>1,459,474</b>

### Note 19: Cost of Material Consumed

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Cost of material consumed	15,505,609	68,300,164
<b>Total</b>	<b>15,505,609</b>	<b>68,300,164</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 20: Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Inventories at the end of the year:		
Work-in-progress	-	-
Inventories at the beginning of the year:		
Work-in-progress	-	753,694,904
<b>Total</b>	<b>-</b>	<b>753,694,904</b>

## Note 21: Employees Benefit Expenses

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
(a) Salaries and incentives		
Directors Salary & Incentives	5,553,000	5,553,000
Salary to staff	4,408,370	4,234,900
Proposed Commission to Chairman	-	10,500,000
(b) Staff welfare expenses	111,024	216,165
(c) Gratuity		
for prior period	-	3,200,000
for current Year	238,628	600,000
<b>Total</b>	<b>10,311,022</b>	<b>24,304,065</b>

## Note 22: Finance Expenses

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Interest expense	5,191,512	27,531,296
<b>Total</b>	<b>5,191,512</b>	<b>27,531,296</b>

## Note 23: Other Expenses

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Power and Fuel	635,741	594,379
Repairs and maintenance - Others	1,462,640	186,663
Rates and taxes	2,500	189,994
Communication	220,756	223,216
Travelling and Conveyance	1,348,518	425,646
Printing and stationery	181,976	178,304
Business promotion	686,506	395,165
Donation and contributions	120,600	70,800
Legal and professional	1,524,867	2,340,953
Payment to Auditors (Refer i)	1,146,239	922,073
Bad debts Written off	15,000	-
AGM Expenses	5,700	13,180
Motor Car Expenses	335,264	666,819
Membership & Subscription	4,199	1,200
Security, Watch & Ward Expenses	1,132,000	1,056,100
Cleaning Charges	77,629	133,695
Bank Charges	10,648	4,572
Other Misc. expenses	270,608	158,681
Books and Periodicals	1,148	2,112
Directors sitting fees	300,000	300,000
Advertisement & Publicity	189,298	163,613
Loss on sale of Shares	3,891,370	-
Service Tax Paid	62,315	-
MVAT Paid	196,066	3,833,670
<b>Total</b>	<b>13,821,587</b>	<b>11,860,834</b>

## i) Payment to Auditors

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Statutory Audit fees	704,664	600,190
Certification & Other Services	407,867	187,051
Taxation Matters	33,708	134,832
<b>Total</b>	<b>1,146,239</b>	<b>922,073</b>



## Schedule "1"

### Significant Accounting Policies & Notes on Accounts

#### I. Significant Accounting Policies:

(a) Accounting convention

The financial statements are prepared under the historical cost convention, on an accrual & going concern basis and in accordance with the generally accepted accounting principles, Accounting Standards notified under section 211(3C) of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and the relevant provisions thereof.

The accounting policies have been consistently applied by the company with those used in the previous year.

(b) Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. The estimates used in the preparation of the Financial Statements are prudent and reasonable. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

(c) Fixed Assets

Fixed assets are valued at cost of acquisition net of accumulated depreciation and impairment loss, if any, Cost comprises of the purchase price & other attributable cost/ expense incurred towards bringing the assets to its working condition for its intended use.

(d) Depreciation

Depreciation is provided as per written down value method at the rates and in the manner specified in schedule XIV of the Companies Act, 1956, unless stated otherwise.

(e) Impairment of Assets:

An assets is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss when the asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(f) Investments

Investments which are readily realizable and intended to be held for not more than 12 months from the date such investments are made, are classified as Current Investments. All the other Investments are classified as Non-Current Investment.

Non-Current Investments are carried at Cost. Cost comprises purchase price and other directly attributable acquisition charges such as brokerage, fees & duties, etc. Profit or loss on sale of investments is recorded at the time of transfer of title from the company and is determined as the amount of difference between the sale proceeds and carrying value of investments as on that date.

Provision for diminution in value of Long Term Investments is made only if such a decline is other than temporary.

(g) Inventories

Inventories are valued at lower of cost or net realizable value. The Construction Work in Progress includes cost of Land, Development Rights, TDR Rights, Construction Costs and Expenses directly incidental to the projects (including interest on Term Loan for respective projects) undertaken by the Company. Inventories include finished units / stock in trade / semi finished, if any, are valued at cost or estimated net realizable value (as certified by management) whichever is less.

(h) Revenue Recognition

Income

(i) Generally the Company is accounting sale of property / flats on completion of the projects, and / or on receipt of substantial payment and / or on agreement for sale and / or on handing over possession of the property and / or on registration of the sale agreement in favor of purchaser, whichever is earlier.

(ii) Interest Income is recognized on time proportion basis taking into a/c the amount outstanding and the rate applicable.

(iii) Dividend income is recognized when the right to receive dividend is established and / or actual receipts.

Expenses

All other revenue expenses are charged to profit and loss account accounted on accrual basis, except, the expenses pertaining to specific real estate projects are considered as paid towards work in progress until the specific project is completed and revenue is recognized.

(i) Borrowing Cost

The borrowing costs that are directly attributable to the acquisition /construction of properties which require substantial period of time for completion is capitalized to the extent such cost is specifically ascertainable as incurred for a particular project. The costs which are not directly attributable as incurred for particular project is treated as revenue expenditure. All other borrowing costs are charged to Profit and loss account in the year in which it is incurred.

(j) Retirement Benefits

The Company provides liability for Gratuity as per actuarial valuation as per AS-15. The Gratuity benefits are recognized as expense in the Statement of Profit & Loss for the year in which the employee has rendered services.

(k) Taxation

Provision for Current Income Tax is made after taking into consideration the benefits admissible under the Provisions of the Income Tax Act, 1961. The differences that result between the profit considered for income taxes and the profit as per the financial statements are identified and thereafter deferred tax assets or deferred tax liabilities are recorded for the timing differences, namely, the differences that originate in one accounting period and reverse in another based on the tax effect of the aggregate amount of the timing difference. The tax effect is calculated on the accumulated timing differences based upon enacted or substantially enacted regulations.

Deferred Tax Assets other than those relating to unabsorbed depreciations and carried forward business losses are recognized only if there is a reasonable certainty that they will be realized and they are reviewed for the appropriateness of their respective carrying values at each reporting date. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Wealth Tax for the current period is determined on basis of estimated taxable wealth under the Act.

The tax rates and laws used to compute the amount are those that are enacted or substantively enacted as on the Balance Sheet date.

(l) Provisions and Contingent Liabilities and Contingent Assets :

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**Note: 25****Other additional disclosures****i. Contingent Liabilities:**

- a) Corporate Guarantees given to the bankers by the Company on behalf of the Wholly Owned Subsidiary Company Sea-King Club Private Ltd in respect of Credit facilities availed aggregating to ₹ 50 crores (Balance as on 31.03.2014 is ₹ 44,480) (P.Y. ₹ 6.59crores).
- b) The Company has filed Writ Petition in Bombay High Court against State of Maharashtra Value Added Tax Act, 2002 for the financial year 2006-2007 to 2009-2010 in the month of April 2014 challenging the method of Valuation required to calculate taxability under Maharashtra Value Added Tax. The liability of Maharashtra Value Added Tax is not assessed by the department and cannot be properly calculated by company, due to uncertainty. The tax liability thereon, if any, cannot be reliably estimated till the outcome of the petition and has not been provided for.

**ii. Capital Commitments:**

The Company does not have any capital commitments as on 31.03.2014

**iii. Requirements of Section 217 (2A) of the Companies Act, 1956:**

The Company has no employee in receipt of remuneration exceeding the limits prescribed under the companies act.

**iv. Foreign Exchange Earnings & Outgo:**

Additional Information pursuant to provisions of Para 3 and 4 of Schedule VI of the Companies Act, 1956.

(In ₹)

	Particulars	2013 – 2014	2012– 2013
a)	Expenditure in Foreign Exchange (Travelling)	1,272,606	346,708
b)	Earnings in Foreign Exchange	Nil	Nil

**v. Fixed Assets:**

The Company had purchased property at Vile parle (west) in the financial year 2004-2005 at a cost of ₹ 92,556,871/- which was given on rent and same was treated as fixed asset. Subsequently, the building was demolished and reconstructed. Construction of the building was completed in the current financial year and part of it was sold in the normal course of business. The remaining part will be sold in the normal course of business. Hence, it cannot be treated as Fixed Asset as per the definition of Fixed Asset given in the Accounting Standard 10 issued by Institute of Chartered Accountants of India. Accordingly, WDV of Fixed assets Rs 78,363,998/- and Cost of Construction ₹151,636,002/- appearing under capital Working progress is transferred to Inventory.

**vi. Employees Benefit Plans:**

During the year company has made provision for the gratuity by adopting actuarial valuation. Company has not made any contribution to any gratuity fund. The following table sets out the status of gratuity valuation for the period ended 31st March, 2014 as required under AS 15 (Revised)

**a) Table showing Change in Benefit Obligation**

Particulars	₹
Opening Defined Benefit Obligation as on 01/04/2013	38,00,000
Difference due to first time adoption of Actuarial Valuation	(7,43,278)
Service Cost for the Year	2,96,675
Interest Cost of the Year	2,75,105
Actuarial Losses / (Gains)	(3,33,152)
Benefits Paid during the year	(1,53,462)
Closing Defined Benefit Obligation as on 31/03/2014	31,41,888

**b) Expenses to be recognised in Profit & Loss Account**

Particulars	₹
Current Service Cost	2,96,675
Interest on Defined Benefit Obligation	2,75,105
Expected Return on plan assets	-
Net actuarial losses (gains) recognized in the year	(3,33,152)
Expenses recognized in profit and loss	2,38,628

**c) The assumption used in accounting for gratuity are set below:**

Particulars	
Discount rate	9%
Annual Increase in Salary Cost	7%

**vii. Segment Reporting:**

The Company has mainly one reportable business and geographical segment and hence no further disclosure is required under Accounting Standard (AS) 17 on Segment Reporting issued by the Institute of Chartered Accountants of India (ICAI).

**viii. Related Parties Disclosures as per AS-18 issued by ICAI:****(A) Key Management Personnel/ Relative:**

	Name of Persons	Designation
(i)	Shri. Padamshi L. Soni	Chairman
(ii)	Shri. Manish P. Soni	Whole Time Director
(iii)	Shri. Vishal P. Soni	Whole Time Director
(iv)	Shri. Alok A. Chowdhury	Whole Time Director & CEO

**(B) Enterprises where key managerial personal /relative exercise significant influence:**

	Nature of Relationship	
(i)	M/s. Prime Property Developers	Shri Padamshi Soni , Proprietor
(ii)	M/s Sea-King Club Private Limited	Wholly-owned Subsidiary Company

**(C) Transactions with Related Parties:**

(In ₹)

Name of Related Party	Nature of Transaction	2013-2014	2012-2013
Prime Property Developers	Loans taken during the year	52,330,000	163,400,000
	Interest paid	5,191,512	26,468,723
	Maximum Outstanding	185,000,000	225,280,000
	Closing Balance	Nil	176,170,000
Padamshi L Soni	Loans taken during the year	Nil	5,100,000
	Interest paid	Nil	132,041
	Maximum Outstanding	Nil	5,100,000
	Closing Balance	Nil	Nil
Sea King Club Private Limited	Loans given during the year	73,249,953	9,242,632
	Maximum Outstanding	104,259,290	31,009,337
	Closing Balance	104,259,290	31,009,337
<b>Remuneration to Directors</b>			
Shri. Alok A. Chowdhury		1,851,000	1,851,000
Shri. Manish P. Soni		1,851,000	1,851,000
Shri. Vishal P. Soni		1,851,000	1,851,000
Proposed Commission to Chairman		Nil	10,500,000

Note: Related Party Relationships are identified by the Company and relied upon by the Auditors

**ix. Details of Managerial Remuneration:**

(In ₹)

	2013 – 2014	2012 – 2013
Salaries to Executive Directors	5,553,000	5,553,000
Director's Sitting Fees	300,000	300,000
Commission to Chairman (Proposed)	Nil	10,500,000
<b>Total</b>	<b>5,853,000</b>	<b>16,353,000</b>

**x. Earnings Per Share as per Accounting Standard 20 issued by ICAI:**

(In ₹)

Particulars	2013 – 2014	2012 - 2013
Net Profit / (Loss) After Tax	39,104,021	96,971,464
Number of Equity Shares (Nominal Value of ₹ 5/-each)	20,000,000	20,000,000
Basic & Diluted Earnings Per Share	1.96	4.85

**xi. Deferred Tax Liability / Assets (Net):**

In accordance with Accounting Standard 22, relating to "Accounting on Taxes on Income", the provision for deferred tax asset and liability of ₹ 2,55,45,154/- has been shown as income for the Current year. The component of deferred tax liability and assets is as under;

Particulars	Opening on 01/04/2013	Provision for the Year	Closing as on 31/03/2014
<b>I) Deferred Tax Liability</b>			
Depreciation	(28,947,504)	25,758,711	(3,188,793)
<b>Total (I)</b>	<b>(28,947,504)</b>	<b>25,758,711</b>	<b>(3,188,793)</b>
<b>II) Deferred Tax Assets</b>			
Carried Forward Short Term Loss	85,504	Nil	85,504
Gratuity Payable	1,233,100	(213,557)	1,019,543
<b>Total (II)</b>	<b>1,318,604</b>	<b>(213,557)</b>	<b>1,105,047</b>
<b>Net Total Deferred Tax</b>	<b>(27,628,900)</b>	<b>25,545,154</b>	<b>(2,083,746)</b>

**xii. Miscellaneous**

a) The Company has reclassified &amp; regrouped previous year's figures to conform to this year's classification.

Signatures to Schedules  
As per our attached reports of even date  
For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Regn No. 111612W)

MAYUR A VORA  
PARTNER  
(Membership No.: 30097)

Place: Mumbai  
Date: 14<sup>th</sup> May, 2014

On behalf of the Board of Directors

PADAMSHI L. SONI CHAIRMAN  
K. NALINAKSHAN DIRECTOR  
MANISH P. SONI WHOLETIME DIRECTOR  
VISHAL P. SONI WHOLETIME DIRECTOR  
ALOK CHOWDHURY WHOLETIME DIRECTOR  
ZARANA JHAVERI COMPANY SECRETARY

Place: Mumbai  
Date: 14<sup>th</sup> May, 2014





**PURSUANT TO THE EXEMPTION BY THE MINISTRY  
OF COMPANY AFFAIRS, GOVERNMENT OF INDIA, THE COMPANY  
IS PRESENTING SUMMARY FINANCIAL INFORMATION  
ABOUT SUBSIDIARY COMPANY AS ON MARCH, 31 2014**

(In ₹)

1	Name of the Subsidiary Company (Incorporated in State of Maharashtra)	Sea-King Club Private Limited
2	Financial Period of the Subsidiary ended on	31/3/2014
3	No of Shares held at the end of the financial year of the Subsidiary	5000 Shares
4	Extent of Holding	100%
5	Equity Share Capital	500,000
6	Reserves (Include Revaluation reserves of ₹ 26,53,24,315/-)	264,595,421
7	Total Assets	369,468,836
8	Total Liabilities	369,468,836
9	Investments (at Costs)	-
10	Gross Revenue	Nil
11	Net Aggregate Profit / (Loss) for the Current Year (Before Taxes)	(560,584)
12	Provision for Taxation (Including Deferred Taxes)	1,098,929
13	Profit / (Loss) After Tax	(1,659,513)



## **INDEPENDENT AUDITOR'S REPORT**

To,  
To the Board of Directors of  
**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**Report on the Consolidated Financial Statements**

We have audited the accompanying Consolidated Financial Statements of **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED** ('the Company') and its Subsidiary (collectively referred to as 'the Group'), which comprise the consolidated Balance Sheet as at 31 March 2014, the Consolidated Statement of Profit and Loss and Consolidated Cash Flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Consolidated Financial Statements**

The Company's management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Group's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the financial statement of the subsidiary as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at 31 March 2014;
- b. in the case of the Consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- c. in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

### **Other Matters**

We did not audit the financial statements of the wholly owned subsidiary whose financial statements reflect total assets of ₹ 36,94,68,836/- as at March 31, 2014, total revenue of ₹ Nil and net cash flows amounting to ₹ 6,267/- for the year ended on that date. These financial statements have been audited by other auditors, whose report has been furnished to us and our opinion, is based solely on the reports of the other auditors.

Our opinion is not qualified in respect of 'Other Matters'.

**For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)**

**MAYUR A. VORA  
PARTNER**

**(Membership No.: 30097)**

**Place: Mumbai**  
**Date: 14<sup>th</sup> May, 2014**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2014**

(Figures in ₹)

Particulars	Note	As at 31st March 2014	As at 31st March 2013
<b>EQUITY AND LIABILITIES</b>			
Shareholders' funds			
Share capital	2	100,000,000	100,000,000
Reserves and Surplus	3	631,208,985	595,200,792
<b>Non-Current Liabilities</b>			
Long-term borrowings	4	-	45,858,060
Deferred tax liabilities (Net)	5	2,083,746	27,628,900
Other Long term liabilities	6	48,141,888	48,800,000
<b>Current Liabilities</b>			
Trade payables	7	3,011,972	36,093,449
Other Current Liabilities	8	10,741,936	323,712,866
Short-term provisions	9	3,911,455	34,276,000
<b>TOTAL</b>		<b>799,099,981</b>	<b>1,211,570,068</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	10		
Tangible Assets		287,629,823	291,772,328
Capital Work-in-Progress		102,584,954	310,731,182
Goodwill on Consolidation		23,452,803	23,452,803
Non-Current Investments	11	6,505,490	14,031,476
Deferred tax Assets (net)	5	228,655	1,327,584
Long-term Loans and Advances	12	35,549,761	55,466,051
<b>Current Assets</b>			
Inventories	13	214,494,391	-
Trade Receivables	14	1,700,000	501,700,000
Cash and Cash Equivalents	15	3,712,162	6,271,983
Short-term Loans and Advances	16	123,183,640	6,699,145
Other Current Assets	17	58,302	117,515
<b>TOTAL</b>		<b>799,099,981</b>	<b>1,211,570,068</b>

Notes are integral part of the Financial Statements

Significant Accounting Policies

1

Other Additional Disclosures

25

As per our attached reports of even date

For VORA &amp; ASSOCIATES

CHARTERED ACCOUNTANTS

(ICAI Firm Regn No. 111612W)

MAYUR A VORA

PARTNER

(Membership No.: 30097)

Place: Mumbai

Date: 14<sup>th</sup> May, 2014

For and on behalf of the Board of Directors

PADAMSHI L. SONI

K. NALINAKSHAN

MANISH P. SONI

VISHAL P. SONI

ALOK CHOWDHURY

ZARANA JHAVERI

CHAIRMAN

DIRECTOR

WHOLETIME DIRECTOR

WHOLETIME DIRECTOR

WHOLETIME DIRECTOR

COMPANY SECRETARY

Place: Mumbai

Date: 14<sup>th</sup> May, 2014



## **CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

(Figures in ₹)

Particulars	Refer Note No.	2013 - 2014	2012 - 2013
Revenue from operations	18	50,100,000	1,035,000,000
Other Income	19	23,005,615	1,464,261
<b>Total Revenue</b>		<b>73,105,615</b>	<b>1,036,464,261</b>
Expenses:			
Cost of materials consumed	20	15,505,609	68,300,164
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	-	753,694,904
Employee benefits expense	22	10,311,022	24,304,065
Finance costs	23	5,191,512	27,531,296
Depreciation and amortization expense	10	2,743,890	3,402,518
Other expenses	24	14,369,226	12,726,318
<b>Total Expenses</b>		<b>48,121,259</b>	<b>889,959,265</b>
Profit / (Loss) before exceptional and extraordinary items and tax		24,984,356	146,504,997
<u>Exceptional &amp; Extraordinary items</u>			
Loss on Impairment of Fixed Assets		-	5,820
Profit / (Loss) before tax		24,984,356	146,499,177
Tax Expense:			
(1) Current tax		5,123,092	31,031,500
(2) MAT Credit Entitlement		3,586,530	(6,034,000)
(3) Short / Excess for earlier years		3,276,450	847,241
(4) Deferred tax		(24,446,224)	24,361,132
<b>Profit / (Loss) for the period</b>		<b>37,444,509</b>	<b>96,293,304</b>
Earnings per Equity Share (Basic & Diluted)			
Face Value of ₹ 5/- each		1.87	4.81

Notes are integral part of the Financial Statements

Significant Accounting Policies  
Other Additional Disclosures

1  
25

As per our attached reports of even date  
For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Regn No. 111612W)

MAYUR A VORA  
PARTNER  
(Membership No.: 30097)

Place : Mumbai  
Date: 14<sup>th</sup> May, 2014

For and on behalf of the Board of Directors

PADAMSHI L. SONI	CHAIRMAN
K. NALINAKSHAN	DIRECTOR
MANISH P. SONI	WHOLETIME DIRECTOR
VISHAL P. SONI	WHOLETIME DIRECTOR
ALOK CHOWDHURY	WHOLETIME DIRECTOR
ZARANA JHAVERI	COMPANY SECRETARY

Place : Mumbai  
Date: 14<sup>th</sup> May, 2014

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

PARTICULARS	CURRENT YEAR (in ₹)	PREVIOUS YEAR (in ₹)
<b>I CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit / (Loss) before Tax and Extraordinary items</b>	24,984,356	146,499,177
<b>Adjustment for:</b>		
Depreciation	2,743,890	3,402,518
Interest Income	(19,345,886)	(282,399)
Dividend Income	(15,229)	(55,073)
Provision for Gratuity	(504,650)	3,800,000
Gratuity Paid	(153,462)	-
(Profit) / Loss on Sale of Fixed Assets / Investment	3,891,370	-
	<b>(13,383,967)</b>	<b>6,865,046</b>
	11,600,389	153,364,223
Less: Income taxes paid	15,442,876	18,372,436
<b>Operating Profit Before Working Capital Changes</b>	(3,842,487)	134,991,787
(Increase) / Decrease in Inventories	15,505,609	753,694,904
(Increase)/ Decrease in Loans and Advances & Current Assets	399,827,768	(492,649,097)
Increase/ (Decrease) in Trade Payables & Current Liabilities	(326,096,888)	(207,997,979)
	<b>89,236,488</b>	<b>53,047,828</b>
Cash generated from / (Used in) operations (A)	<b>85,394,002</b>	<b>188,039,615</b>
<b>II NET CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of Fixed Assets	(21,891,473)	(35,444,235)
Sale of Fixed Assets	-	-
Dividend Income	15,229	55,073
(Purchase) / Sale of Investments	7,525,986	-
Interest Income	19,345,886	282,399
Profit / (Loss) on Sale of Fixed Assets / Investment	(3,891,370)	-
Net cash used in Investing activities (B)	<b>1,104,258</b>	<b>(35,106,763)</b>
<b>III CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Secured Loans taken / (repaid)	(65,813,580)	(20,028,825)
Unsecured Loans taken / (repaid)	-	(120,480,000)
Dividend Paid	(20,000,000)	(10,000,000)
Tax Paid on above dividend	(3,244,500)	(1,622,500)
<b>Net cash generated from Financial Activities (C)</b>	<b>(89,058,080)</b>	<b>(152,131,325)</b>
<b>NET CHANGES IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>(2,559,820)</b>	<b>801,527</b>
<b>Cash and Cash Equivalent (Opening Balance)</b>	<b>6,271,983</b>	<b>5,470,456</b>
<b>Cash and Cash Equivalent (Closing Balance)</b>	<b>3,712,162</b>	<b>6,271,983</b>

## Notes:

- The Cash flow statement has been prepared under the "Indirect method" as the set out in Accounting Standard - 3 "Cash Flow Statement" issued by The Institute of Chartered Accountants of India.
- Purchase of Fixed Assets includes movement of Capital Work in Progress during the year.
- Cash and Cash Equivalents includes Cash and Bank Balance.
- Figures of Previous years have been regrouped and rearranged wherever necessary to conform with Current Years classification.

For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Regn No. 111612W)

MAYUR A VORA  
PARTNER  
(Membership No.: 30097)

Place : Mumbai  
Date : 14<sup>th</sup> May, 2014

FOR AND ON BEHALF OF BOARD

PADAMSHI L. SONI  
K. NALINAKSHAN  
MANISH P. SONI  
VISHAL P. SONI  
ALOK CHOWDHURY  
ZARANA JHAVERI

CHAIRMAN  
DIRECTOR  
WHOLETIME DIRECTOR  
WHOLETIME DIRECTOR  
WHOLETIME DIRECTOR  
COMPANY SECRETARY

Place : Mumbai  
Date : 14<sup>th</sup> May, 2014



## NOTES FORMING PART OF ACCOUNTS

### Note 2 Share Capital

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
<b>Authorised</b> 4,00,00,000 Equity Shares of ₹5/-each (P.Y. 400,00,000 Equity Shares of ₹ 5/- each)	200,00,000	200,00,000
<b>Issued, Subscribed &amp; Fully Paid up</b> 20,00,00,000 Equity Shares of ₹5/-each (P.Y. 20,00,00,000 Equity Shares of ₹ 5/- each)	100,00,000	100,00,000
<b>Total</b>	<b>100,00,000</b>	<b>100,00,000</b>

### a) Reconciliation of Number of Shares Outstanding at the beginning & end of the year

Equity Shares (F.V. of ₹ 5/- each)	As At 31st March 2014		As At 31st March 2013	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	20,00,000	100,00,000	20,00,000	100,00,000
Add: Shares Issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	20,00,000	100,00,000	20,00,000	100,00,000

### b) Details of Share holders holding greater than 5% of Equity Share Capital

Name of Shareholder	As at 31st March 2014		As at 31st March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Padamshi L. Soni	9,751,925	48.76%	9,751,925	48.76%
Smt. Prabhavati P. Soni	1,777,422	8.89%	1,777,422	8.89%
Minal Finances Pvt.Ltd.	1,146,169	5.73%	1,146,169	5.73%

The above Share Holdings are as per the Register of Members

### c) Terms / Rights attached to the equity shares

The Company has only one class of Equity Shares having a par value of ₹ 5/- per share. Each Share Holder is eligible for one vote per share held. In the unlikely event of liquidation of the Company, the holders of the Equity Shares will be entitled to receive any of the remaining assets of the Company after distribution of all preferential amounts, in proportion to the number of equity shares held by the equity shareholders.

### Note 3 Reserves and Surplus

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
<b>a) General Reserves</b>		
As per last balance sheet	8,41,50,000	7,66,50,000
(+) Current Year Transfer	-	7,50,000
(-) Written Back in Current Year	-	-
	8,41,50,000	8,41,50,000
<b>b) Surplus/(Deficit) in statement of profit and loss</b>		
Opening balance	511,050,792	447,013,898
(+) Net Profit/(Net Loss) For the current year	37,444,508	96,293,304
(-) Proposed Dividends	-	20,00,000
(-) Provision for Tax on Dividend	-	3,244,500
(-) Depreciation against Revaluation Reserve	1,436,315	1,511,910
(-) Transfer to Reserves	-	7,50,000
Closing Balance	547,058,985	511,050,792
<b>Total</b>	<b>631,208,985</b>	<b>595,200,792</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 4 Long Term Borrowings

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
<u>Secured</u>		
(a) Term loans		
i) from banks ##	-	45,858,060
ii) from other parties	-	-
	-	45,858,060
<b>Total</b>	<b>-</b>	<b>45,858,060</b>

## (Loans from Banks are secured by registered mortgage in favour of the Company's bankers of the land admeasuring 1,251 yards at Juhu, Mumbai & Hotel building. The loan is also guaranteed by personal guarantees of Shri .P.I. Soni, Shri Manish P. Soni and Shri Vishal P. Soni, Promoter Directors of the Company. Loan is Sanctioned for ₹ 50 crores and rate of interest as on 31.03.2014 is 13.50% p.a.) During the year Company repaid Loan of ₹ 6,58,13,580/- to State Bank of India.

## Note 5 Deferred Tax Liabilities (Net)

In accordance with Accounting Standard 22, relating to "Accounting on Taxes on Income", the component of deferred tax liability and assets is as under. Deferred tax Assets and liability not having lgally enforceable rights are not set off.

Particulars	As at 31st March 2014	As at 31st March 2013
<u>Net Deferred Tax Liability</u>		
<u>Deferred Tax Liability</u>		
Depreciation	(3,188,793)	(28,947,504)
	(3,188,793)	(28,947,504)
<u>Deferred Tax Assets</u>		
Carried Forward Short Term Loss	85,504	85,504
Gratuity Payable	1,019,543	1,233,100
	1,105,047	1,318,604
Total of Net Deferred Tax Liabiliy	<b>2,083,746</b>	<b>27,628,900</b>
<u>Net Deferred Tax Asets</u>		
<u>Deferred Tax Assets</u>		
Fixed Assets	228,655	270,815
Unabsorbed Business losses	-	1,056,769
Total of Net Deferred Tax Assets	228,655	1,327,584

## Note 6 Other Long Term Liabilities

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
(a) Others	45,000,000	45,000,000
(b) Provision for Gratuity	3,141,888	3,800,000
<b>Total</b>	<b>48,141,888</b>	<b>48,800,000</b>

## Note 7 Trade Payables

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Others #	3,011,972	36,093,449
<b>Total</b>	<b>3,011,972</b>	<b>36,093,449</b>

# There are no dues to any Micro Small & Medium Enterprise



## NOTES FORMING PART OF ACCOUNTS

### Note 8 Other Current Liabilities

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
<u>Current Maturity of Long Term Borrowings</u>		
Secured		
i) Term Loan from Banks	44,480	20,000,000
	44,480	20,000,000
<u>Loan from Related parties</u>		
Prime Property Developers	-	176,170,000
Unpaid Dividend	2,322,018	1,996,764
Other Liabilities	3,035	115,000,000
Security Deposits	5,933,400	-
Advance Interest Received	2,050,000	-
<u>Other Payable</u>		
Payable towards TDS under Income Tax	385,728	2,459,452
Payable towards Profession Tax	2,275	2,475
Outstanding Expenses	1,000	126,085
Commission to Chairman (Net)	-	7,958,091
	10,697,456	303,712,866
<b>Total</b>	<b>10,741,936</b>	<b>323,712,866</b>

### Note 9 Short Term Provision

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
<b>Others</b>		
Provision for Taxation (Net)	3,911,455	11,031,500
Proposed Dividend	-	20,000,000
Provision for Tax on Proposed Dividend	-	3,244,500
<b>Total</b>	<b>3,911,455</b>	<b>34,276,000</b>





Note 10: Fixed Assets

Fixed Assets	Gross Block (at Cost)						Depreciation					Net Block (W. D. V)	
	Rate	"As at 01.04.2013"	Additions	(Deductions/ Adjustments)	Revaluations/ (Impairments)	"As at 31.03.2014"	"As at 01.04.2013"	Charge for the year	Adjustment due to revaluations/ Impairments	(Deductions / Adjustments)	"As at 31.03.2014"	"As at 31.03.2014"	"As at 31.03.2013"
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>a</b>													
<b>Tangible Assets</b>													
Land & Buildings	5.00%	294,912,445	-	-	-	294,912,445	11,151,209	2,286,731	-	13,437,940	281,474,505	283,761,236	
Furniture and Fixtures	18.10%	5,205,562	-	-	-	5,205,562	3,864,463	242,740	-	4,107,203	1,096,359	1,341,099	
Vehicles #	25.89%	23,889,543	-	-	-	23,889,543	17,933,590	1,541,996	-	19,475,586	4,413,957	5,955,953	
Office & Other Equipment	13.91%	1,976,166	37,700	-	-	2,013,866	1,291,649	96,930	-	1,388,579	625,287	684,517	
Computers	40.00%	1,702,247	-	-	-	1,702,247	1,672,724	11,808	-	1,684,532	17,715	29,623	
<b>Total</b>		<b>327,685,963</b>	<b>37,700</b>	<b>-</b>	<b>-</b>	<b>327,723,663</b>	<b>35,913,635</b>	<b>4,180,205</b>	<b>-</b>	<b>40,093,840</b>	<b>287,629,823</b>	<b>291,772,328</b>	
<b>b</b>													
<b>Capital Work In Progress ***</b>													
i) Prime Business Park, Vile Parle (W)		229,227,668	14,965,205	(244,192,873)	-	-	14,192,873	-	(14,192,873)	-	-	215,034,795	
ii) Hotel Golden Manor		95,696,387	6,888,567	-	-	102,584,954	-	-	-	-	102,584,954	95,696,387	
<b>Total</b>		<b>324,924,055</b>	<b>21,853,772</b>	<b>(244,192,873)</b>	<b>-</b>	<b>102,584,954</b>	<b>14,192,873</b>	<b>-</b>	<b>(14,192,873)</b>	<b>-</b>	<b>102,584,954</b>	<b>310,731,182</b>	
<b>Total</b>		<b>652,610,018</b>	<b>21,891,472</b>	<b>(244,192,873)</b>	<b>-</b>	<b>430,308,617</b>	<b>50,106,508</b>	<b>4,180,205</b>	<b>-</b>	<b>40,093,840</b>	<b>390,214,777</b>	<b>602,503,510</b>	

Note:  
 #The Vehicles are registered with RTO in the name of a Director.  
 \*\*\*During the year, Company has completed the construction of fixed assets and same has been transferred to inventories.  
 \*\*\*Includes expenses of ₹ 68,88,567/- incurred on the Hotel property at Vile Parle (W) during the year, which is under the Capital Work in Progress.  
**Disclosure pursuant to Note no.I (iv) and J (iii) of Part I of Schedule VI to the Companies Act, 1956**

Particulars	Year				Total Amount of Impairment of Assets F.Y. 2011-2012
	2009-10	2010-11	2011-12	2012-13	
<b>Asset details:</b>					
<b>Revaluation of Assets</b>					
<b>Land &amp; Building</b>					
Balance as at 1 April	309,505	272,708,076	272,708,076	272,708,076	272,708,076
(Impairment)/ Revaluation	272,398,571	-	-	-	-
Balance as at 31 March	272,708,076	272,708,076	272,708,076	272,708,076	272,708,076
Less: Accumulated Depreciation till 31 March	874,581	2,564,926	4,170,754	5,696,290	7,145,549
Balance as at 31 March	271,833,495	270,143,150	268,537,322	267,011,786	265,562,527

**Impairment of Assets**  
 Disclosure of Impairment of Assets for subsequent 5 years from the date of Impairment

	Furniture and Fixtures	Vehicles	Office equipment	Water cooler & Filter Plant	Water cooler & Filter Plant
Gross Block as on 1 April	280,164	16,215	1,846,251	101,386	5,310
Less: Accumulated Depreciation till 31 March	166,113	9,615	666,586	79,487	3,148
Less: Impairment	114,051	6,600	1,179,665	21,899	2,162
Balance as at 31 March, 2012	-	-	-	-	-
Balance as at 31 March, 2013	-	-	-	-	-
<b>Total Amount of Impairment of Assets F.Y. 2011-2012</b>					<b>1,324,377</b>



## NOTES FORMING PART OF ACCOUNTS

### Note 11: Non Current Investment

Sr. No.	Particulars	No. of Shares / Units		Amount (₹)	
		2014	2013	2014	2013
(a)	Investment in Equity Instruments (fully paid up)				
	i) Quoted Investment at Cost				
	Surana Industries Limited	250	250	27,111	27,111
	Rathi Steel & Power Limited	2,220	2,220	437,481	437,481
	Reliance Power Limited	-	6,000	-	1,474,079
	Hubtown Limited (Ackruti City Limited)	10,821	10,821	6,040,899	6,040,899
	Alok Industries Limited	-	30,000	-	673,350
	Essar Oil Limited	-	7,909	-	1,212,392
	The India Cements Limited	-	13,500	-	1,771,904
	JSW Ispat Steel Limited	-	10,000	-	251,163
	Jaiprakash Associates Limited	-	5,250	-	755,581
	Punj Lyod Limited	-	500	-	129,581
	Reliance Industries Limited	-	312	-	305,950
	Global Offshore Services Limited	-	2,000	-	379,473
	Suzlon Energy Limited	-	6,000	-	572,513
	<b>Total Investment in Quoted Shares</b>			<b>6,505,490</b>	<b>14,031,476</b>
	<b>Market Value on Quoted Shares</b>			<b>1,270,775</b>	<b>6,374,573</b>
	<b>Total</b>			<b>6,505,490</b>	<b>14,031,476</b>

No provision is made for diminution in value of Investments, which are considered as Long Term in nature by the Management

### Note 12: Long Term Loans and Advances

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
<u>Unsecured, considered good</u>		
a. Security Deposits	197,337	113,627
b. Advance Income Tax	352,424	352,424
c. Other loans and advances	35,000,000	55,000,000
<b>Total</b>	<b>35,549,761</b>	<b>55,466,051</b>

### Note 13: Inventories

(As Certified by the Management)

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
Work in Progress (at Cost)	214,494,391	-
<b>Total</b>	<b>214,494,391</b>	<b>-</b>

### Note 14: Trade Receivables

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
<u>Other Receivables</u>		
Unsecured, considered good		
More than six months	-	501,700,000
Considered Doubtful	1,700,000	
<b>Total</b>	<b>1,700,000</b>	<b>501,700,000</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 15: Cash and Cash Equivalents

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
a. Balances with banks		
Current Account	268,780	2,254,913
Unpaid Dividend Account	2,322,018	1,996,764
b. Cash on hand	1,121,365	2,020,306
<b>Total</b>	<b>3,712,162</b>	<b>6,271,983</b>

## Note 16: Short Term Loans and Advances

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
Unsecured, considered good		
Loans and advances to related parties	633,970	485,945
Loans and advances to Others	120,000,000	-
Staff Advances	102,200	179,200
MAT Credit Entitlement	2,447,470	6,034,000
<b>Total</b>	<b>123,183,640</b>	<b>6,699,145</b>

## Note 17: Other Current Asset

Particular	As at 31st March 2014	As at 31st March 2013
	₹	₹
Other Recoverables	30,000	7,567
Income Tax Refund Due	-	76,711
Prepaid Expenses	28,302	33,237
<b>Total</b>	<b>58,302</b>	<b>117,515</b>

## Note 18: Revenue from Operations

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Income from Sale	50,100,000	1,035,000,000
<b>Total</b>	<b>50,100,000</b>	<b>1,035,000,000</b>

## Note 19: Other Income

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Interest Income on FD	19,341,667	-
Rent Received	414,700	-
Difference in Op. Bal Gratuity	743,278	-
Interest on IT Refund	4,219	282,399
Dividend Income	15,229	55,073
Other non-operating income	1,062	29,744
Sundry Balance Written Back	2,485,460	1,097,045
<b>Total</b>	<b>23,005,615</b>	<b>1,464,261</b>



## NOTES FORMING PART OF ACCOUNTS

**Note 20: Cost of Material Consumed**

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Cost of material consumed	15,505,609	68,300,164
<b>Total</b>	<b>15,505,609</b>	<b>68,300,164</b>

**Note 21: Changes in inventories of finished goods, work-in-progress and stock-in-trade**

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Inventories at the end of the year:		
Work-in-progress	-	-
Inventories at the beginning of the year:		
Work-in-progress	-	753,694,904
<b>Total</b>	<b>-</b>	<b>753,694,904</b>

**Note 22: Employees Benefit Expenses**

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
(a) Salaries and incentives		
Directors salary & Incentives	5,553,000	5,553,000
Salary to staff	4,408,370	4,234,900
Proposed Commission to Chairman	-	10,500,000
(b) Staff welfare expenses	111,024	216,165
(C) Gratuity		
for prior period	-	3,200,000
for current Year	238,628	600,000
<b>Total</b>	<b>10,311,022</b>	<b>24,304,065</b>

**Note 23: Finance Expenses**

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Interest expense	5,191,512	27,531,296
<b>Total</b>	<b>5,191,512</b>	<b>27,531,296</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 24: Other Expenses

Particulars	As at 31st March 2014	As at 31st March 2013
	₹	₹
Power and Fuel	704,151	666,389
Repairs and maintenance - Others*	1,472,120	186,663
Rates and taxes	5,000	220,939
Communication	223,769	224,994
Travelling and Conveyance	1,348,544	425,798
Printing and stationery	182,669	178,393
Business promotion	686,506	395,165
Donation and contributions	120,600	70,800
Legal and professional	1,527,614	2,341,953
Payment to Auditors (Refer i)	1,181,183	955,163
"Provision for doubtful trade and other receivables , loan and advances ( net)"	15,000	282,312
AGM Expenses	5,700	13,180
Motor Car Expenses	335,264	666,819
Membership & Subscription	30,487	33,667
Security, Watch & Ward Expenses	1,525,716	1,434,258
Cleaning Charges	77,629	133,695
Bank Charges	16,334	36,560
Other Misc. expenses	270,744	160,176
Books and Periodicals	1,148	2,112
Directors sitting fees	300,000	300,000
Advertisement & Publicity	189,298	163,613
Loss on sale of Shares	3,891,370	-
Service Tax Paid	62,315	-
MVAT Paid	196,066	3,833,670
<b>Total</b>	<b>14,369,226</b>	<b>12,726,318</b>

## i) Payment to Auditors

Particulars	As at 31st March 2014	As at 31st March 2013
Statutory Audit fees	739,608	633,280
Certification & Other Services	407,867	187,051
Taxation Matters	33,708	134,832
<b>Total</b>	<b>1,181,183</b>	<b>955,163</b>



### “NOTE 1”

#### Significant Accounting Policies relating to the Consolidated Accounts

#### SIGNIFICANT ACCOUNTING POLICIES

##### 1. Principles of consolidations

The consolidated financial statements relate to Prime Property Development Corporation Limited ('the Company') and its subsidiary company, Sea-King Club Private Limited. The consolidated financial statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 – “Consolidated Financial Statements”
  - The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognised in the financial statements as Goodwill or Capital Reserve as the case may be.
  - As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.
- Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on “Accounting for Investments”.
  - The deferred tax charge or credit is recognized using current tax rates. Deferred tax asset is recognized only if there is sufficient evidence that future taxable income will be available. However deferred tax assets and Liabilities of Holding and subsidiary are not set off against each other as there is no legally enforceable right to set off assets against liabilities representing current tax.
  - Other Significant accounting policies

These are set out under “Significant Accounting Policies” as given in the Company's standalone financial statements.

#### NOTES: 25

- The Subsidiary company considered in the consolidated financial statement is:

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest
Sea-King Club Private Limited	India	100%

- As company holds 100% interest in Subsidiary, Minority interest does not exist.
- There are no investments in associates as defined by AS 23 for “Accounting for Investment in associates in consolidated financial statements”, issued by ICAI.
- While consolidating, Revaluation reserve of subsidiary company has been set off against cost of Investment; so depreciation of ₹14,36,315/- (P.Y. 15,11,910/-) which is charged to Revaluation Reserve in subsidiary company's account is adjusted against profit and loss account in consolidated balance sheet in the Schedule of Reserve and Surplus.
- There is no disposal of Investment in subsidiary company during the year.
- Fixed Assets:  
Holding Company maintains fixed assets at gross block and subsidiary company maintains fixed assets at net block. The Assets of the subsidiary company which is valued at net block has been taken as base gross block in preparing the Consolidated Financial Statements for alignment of gross block uniform accounting policy.  
The Company had purchased property at Vile parle (west) in the financial year 2004-2005 at a cost of ₹ 92,556,871/- which was given on rent and same was treated as fixed asset. Subsequently, the building was demolished and reconstructed. Construction of the building was completed in the current financial year and part of it was sold in the normal course of business. The remaining part will be sold in the normal course of business. Hence, it cannot be treated as Fixed Asset as per the definition of Fixed Asset given in the Accounting Standard 10 issued by Institute of Chartered Accountants of India. Accordingly, WDV of Fixed assets ₹ 78,363,998/- and Cost of Construction ₹ 151,636,002/- appearing under capital Working progress is transferred to Inventory.
- Contingent Liabilities
  - Corporate Guarantees given to the bankers by the Company on behalf of the Wholly Owned Subsidiary Company Sea-King Club Private Ltd in respect of Credit facilities availed aggregating to ₹ 50 crores. During the year Company repaid major part of loan to bank and outstanding amount as on 31.03.2014 is ₹ 44,480/- (P.Y. 6.59 crores).
  - The Company has filed Writ Petition in Bombay High Court against State of Maharashtra Value Added Tax Act, 2002 for the financial year 2006-2007 to 2009-2010 in the month of April 2014 challenging the method of Valuation required to calculate taxability under Maharashtra Value Added Tax. The liability of Maharashtra Value Added Tax is not assessed by the department and cannot be properly calculated by company, due to uncertainty. The tax liability thereon, if any, cannot be reliably estimated till the outcome of the petition and has not been provided for.
- Managerial Remuneration: (Included under the head “Payments to and Provisions for Employees”) Remuneration to Managing Director / Executive Directors

(In ₹)

Particulars	2013 - 2014	2012 - 2013
Salaries to Executive Directors	5,553,000	5,553,000
Director's Sitting Fees	300,000	300,000
Commission to Chairman (Proposed)	Nil	10,500,000
<b>Total</b>	<b>5,853,000</b>	<b>16,353,000</b>



## i. Employees Benefit Plans:

During the year company has made provision for the gratuity by adopting actuarial valuation. Company has not made any contribution to any gratuity fund.

The following table sets out the status of gratuity valuation for the period ended 31st March, 2014 as required under AS 15 (Revised)

## a) Table showing Change in Benefit Obligation

Particulars	₹
Opening Defined Benefit Obligation as on 01/04/2013	38,00,000
Difference due to first time adoption of Actuarial Valuation	(7,43,278)
Service Cost for the Year	2,96,675
Interest Cost of the Year	2,75,105
Actuarial Losses / (Gains)	(3,33,152)
Benefits Paid during the year	(1,53,462)
Closing Defined Benefit Obligation as on 31/03/2014	31,41,888

## b) Expenses to be recognised in Profit &amp; Loss Account

Particulars	₹
Current Service Cost	2,96,675
Interest on Defined Benefit Obligation	2,75,105
Expected Return on plan assets	-
Net actuarial losses (gains) recognized in the year	(3,33,152)
Expenses recognized in profit and loss	2,38,628

## c) The assumption used in accounting for gratuity are set below:

Particulars	
Discount rate	9%
Annual Increase in Salary Cost	7%

## 9. Related Parties Disclosures Under Accounting Standard 18 Of ICAI:

## (A) Key Management Personnel:

	Name of Persons	Designation
(i)	Shri. Padamshi L. Soni	Chairman
(ii)	Shri. Manish P. Soni	Whole Time Director
(iii)	Shri. Vishal P. Soni	Whole Time Director

## (B) Enterprises where key managerial personal /relative exercise significant influence:

	Name of the Enterprise	Nature of Relationship
(i)	M/s. Prime Property Developers	Shri Padamshi Soni , Proprietor

## (C) Transactions with Related Parties:

Name of Related Party	Nature of Transaction	2013-2014	2012-2013
Prime Property Developers	Loans taken during the year	52,330,000	163,400,000
	Interest paid	5,191,512	26,468,723
	Maximum Outstanding	185,000,000	225,280,000
	Closing Balance	Nil	176,170,000
Padamshi L Soni	Loans taken during the year	Nil	5,100,000
	Interest paid	Nil	132,041
	Maximum Outstanding	Nil	5,100,000
	Closing Balance	Nil	Nil



Name of Related Party	Nature of Transaction	2013-2014	2012-2013
Sea King Club Private Limited	Loans given during the year	73,249,953	9,242,632
	Maximum Outstanding	104,259,290	31,009,337
	Closing Balance	104,259,290	31,009,337
Remuneration to Directors			
Shri. Alok A. Chowdhury		1,851,000	1,851,000
Shri. Manish P. Soni		1,851,000	1,851,000
Shri. Vishal P. Soni		1,851,000	1,851,000
Proposed Commission to Chairman		Nil	10,500,000

Note: Related Party Relationships are identified by the Company and relied upon by the Auditors

#### 10. Earnings Per Share (EPS) under Accounting Standard 20 of ICAI:

(In ₹)

Particulars	2013-2014	2012-2013
Net Profit / (Loss) After Tax (after adjustment for Extraordinary items)	374,44,509	96,293,304
Number of Equity Shares (Nominal Value of ₹ 5/- each)	20,000,000	20,000,000
Weighted Earnings per share(after adjustment for Extraordinary items) (Basic & Diluted)	1.87	4.81

#### 11. Deferred Tax Liability / Assets

##### a) Deferred Tax Liability

Particulars	Opening on 01/04/2013	Provision for the Year	Closing as on 31/03/2014
<b>I) Deferred Tax Liability</b>			
Depreciation	(28,947,504)	25,758,711	(3,188,793)
<b>Total (I)</b>	<b>(28,947,504)</b>	<b>25,758,711</b>	<b>(3,188,793)</b>
<b>II) Deferred Tax Assets</b>			
Carried Forward Short Term Loss	85,504	Nil	85,504
Gratuity Payable	1,233,100	(213,557)	1,019,543
<b>Total (II)</b>	<b>1,318,604</b>	<b>(213,557)</b>	<b>1,105,047</b>
<b>Net Total Deferred Tax Liability</b>	<b>(27,628,900)</b>	<b>25,545,154</b>	<b>(2,083,746)</b>

##### b) Deferred Tax Assets

Particulars	Opening on 01/04/2013	Provision for the Year	Reversal during the year	Closing on 31/03/2014
Fixed Assets	2,70,815	(42,160)	-	2,28,655
Unabsorbed Business Loss for Income tax Purpose	10,56,769	2,15,170	(12,71,939)	NIL
<b>Total</b>	<b>13,27,584</b>	<b>1,72,840</b>	<b>(12,71,939)</b>	<b>2,28,655</b>

#### Unrecognised deferred tax assets

The following deferred tax assets are not recognized in the financial statements due to lack of virtual certainty of future taxable profits against which such assets may be realized. These assets would be re-recognized in the financial statements after there are indications of virtual certainty of future taxable profits against which such tax losses may be adjusted:

Deferred Tax Assets on accumulated business loss and depreciation pertaining to financial year:	₹
2009-10	2,06,478
2010-11	5,08,323
2011-12	74,214
2012-13	2,67,754
2013-14	2,15,170
<b>Total</b>	<b>12,71,939</b>



**12. Segment Information:**

The Company has identified two Primary reportable segment viz. Property Development and Hotel Business. Segments have been identified and reports taking into account nature of products and services, the differing risks and returns. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for the segment reporting.

- a) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. As both the segment activities runs under different entity i.e. holding and subsidiary there, is no un-allocable expenses.
- b) Segment assets and segment liabilities represent assets and liabilities in respective segment. It is possible to allocate all assets and liabilities as both segments are run by different entity i.e. holding and subsidiary.
- (i) Primary Segment Information:

(In ₹)

	Particulars	Property Development		Hotel		Total	
		31.03.2014	31.03.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2013
1	Segment Revenue External Turnover Inter Segment Turnover	50,100,000	1,035,000,000	Nil	Nil	50,100,000	1,035,000,000
	Total Direct Turnover	50,100,000	1,035,000,000	Nil	Nil	50,100,000	1,035,000,000
2	Other Income	23,005,615	1,459,474	Nil	4,787	23,005,615	1,464,261
3	Gross Revenue	73,105,615	1,306,459,474	Nil	4787	73,105,615	1,036,464,261
4	Segment Result before Interest and taxes	30,736,451	174,910,616	(560,584)	(874,323)	30,175,868	174,036,293
	Less: Interest Expenses	5,191,512	27,531,296	Nil	Nil	5,191,512	27,531,296
	Less: Exceptional Item	Nil	Nil	Nil	(5,820)	Nil	(5,820)
	Profit/(Loss) Before Tax	25,544,939	147,379,320	(560,584)	(880,143)	24,984,359	146,499,177
	Less: Current Tax	5,123,092	31,031,500	Nil	Nil	5,123,092	31,031,500
	Less: MAT Credit Entitlement	3,586,530	(6,034,000)	Nil	Nil	3,586,530	(6,034,000)
	Less: Short / Excess for earlier years	3,276,450	847,241	Nil	Nil	3,276,450	847,241
	Less: Deferred Tax	(25,545,154)	24,563,115	1,098,929	(201,983)	(24,446,225)	24,361,132
	Profit/( Loss) After Tax	39,104,021	96,971,464	(1,659,513)	(678,160)	37,444,508	96,293,304
5	Other Information						
	Segment Assets	406,178,342	822,995,074	369,468,836	365,122,191	775,647,179	1,188,117,265
	Segment Liabilities	67,776,871	450,447,671	114,125	65,921,605	67,890,996	516,369,276
	Depreciation	2,730,946	3,388,892	12,945	13,626	2,743,891	3,402,518

(ii) As per Accounting Standard on segment Reporting (AS – 17), "Segment Reporting", the Company has reported segment information on consolidated basis including businesses conducted through its subsidiaries. However company does not require to give segment reporting for its standalone results.

(iii) Whole group activity conducted in only one geographical segment by location of assets and also by location of customer, so scope of reporting Secondary Segment Information becomes redundant.

As Per our attached report of even date  
For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Regn No. 111612W)

MAYUR A VORA  
PARTNER  
(Membership No.: 30097)

Place : Mumbai  
Date: 14<sup>th</sup> May, 2014

Signatures to Schedules  
FOR AND ON BEHALF OF BOARD

PADAMSHI L. SONI	CHAIRMAN
K. NALINAKSHAN	DIRECTOR
MANISH P. SONI	WHOLETIME DIRECTOR
VISHAL P. SONI	WHOLETIME DIRECTOR
ALOK CHOWDHURY	WHOLETIME DIRECTOR
ZARANA JHAVERI	COMPANY SECRETARY

Place : Mumbai  
Date: 14<sup>th</sup> May, 2014



**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	<b>PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED</b>		
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 Second General Meeting to be held on Friday, September 26, 2014 at 101, Soni House, Plot No.34,Gulmohar Road No.1,JVPD Scheme, Vile Parle (West), Mumbai- 400049 at 11.30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1.	Adoption of Financial Statements for the year ended 31st March, 2014.
2.	Re-appointment of Mr. Manish Soni, who retires by rotation.
3.	Appointment of M/s. Vora & Associates as Statutory Auditors & fixing their remuneration thereof.
4.	Appointment of Mr. Satendrakumar Bhatnagar as an Independent Director
5.	Appointment of Mr. Ishwarchand Shah as an Independent Director
6.	Appointment of Mr.Yadavrao Pawar as an Independent Director



Signed this..... day of..... 2014

Signature of Shareholder(s): \_\_\_\_\_

Signature of First Proxy holder(s): \_\_\_\_\_

Signature of Second Proxy holder: \_\_\_\_\_

Signature of Third 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 Second Annual General Meeting to be held on, Friday, September 26, 2014, at 101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049 at 11.30 a.m.

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.



**PRIME**<sup>®</sup>

Prime Property Development Corporation Ltd.

101, Soni House, Plot No.34, Gulmohar Road No.1,  
Juhu Scheme, Vile Parle (West), Mumbai - 400 049. (India)

Tel. : 91-22-2624 2144 • Fax: 91-22-2623 5076

E-mail: [info@ppdcl.com](mailto:info@ppdcl.com)