



Prime Property Development Corporation Ltd.  
(CIN: L67120MH1992PLC070121)

# **24<sup>th</sup> Annual Report 2015-2016**



## 24<sup>th</sup> ANNUAL GENERAL MEETING

**Day & Date** : Friday, 30<sup>th</sup> September, 2016  
**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. Yadavrao C. Pawar	Independent Director
Shri. Ishwarchand G. Shah	Independent Director
Ms. Hiral Rajesh Vora	Independent Director
Shri. Manish P. Soni	Whole Time Director
Shri. Vishal P. Soni	Whole Time Director

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

Mr. Pranay D. Vaidya  
 E-mail: [compliance\\_officer@ppdcl.com](mailto:compliance_officer@ppdcl.com)

### **ADVOCATES & SOLICITORS**

Vinod Mistry & Co.  
 Advocates & Solicitors, Mumbai  
 Krishna Tanna Associates  
 Advocates & Solicitors, England & Wales

### **BANKERS**

Indian Overseas Bank

### **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.: 022 - 26242144, Fax No.: 022 - 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.: 022-25963838, Fax No.: 022-25962691

### **STATUTORY AUDITORS**

M/s. Vora & Associates  
 Chartered Accountants  
 Registration No. 111612W

### **CORPORATE IDENTITY NUMBER**

L67120MH1992PLC070121

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## NOTICE

**NOTICE** is hereby given that the 24th Annual General Meeting of the Members of **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED** will be held on, Friday the 30th Day of September 2016, at 11:30 A.M. at the Registered office of the Company at 101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049.

### **ORDINARY BUSINESS:**

1. To receive consider and adopt:
  - (a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016.
2. To declare dividend on equity shares of the Company
3. To appoint a Director in place of Mr. Manish P. Soni (DIN: 00006485), who retires by rotation, and being eligible offers himself for re-appointment.
4. Ratification of appointment of M/s Vora & Associates, Chartered Accountants (Registration No. 111612W), as Statutory Auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:-

**"RESOLVED THAT the appointment in the 23rd Annual General Meeting up to the 25th Annual General Meeting of M/s Vora & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the year ending on 31.03.2017 be and is hereby ratified at 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."**

### **SPECIAL BUSINESS**

#### **5. Re- Appointment of Mr. Manish Soni (DIN 00006485) as Whole Time Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule V of the Act and, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and Articles of Association of the Company and, subject to such approvals, conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government, if required, approval of the members, be and is hereby accorded to the re-appointment of Mr. Manish Soni (DIN 00006485), as the Whole Time Director of the Company for a period of Five years w.e.f. 01st August, 2016 to 31st July, 2021, and payment of remuneration Rs. 2,50,000/- per month (with an annual increment of Rs. 50,000/- per month) for a period of three years w.e.f. 01st August, 2016 to 31st July, 2019, on terms and conditions, including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (herein after referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said re-appointment and / or the remuneration as it may deem fit and as may be acceptable to Mr. Manish Soni (DIN 00006485), subject to the condition that it shall not exceed the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof."

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Manish Soni (DIN 00006485), as Whole Time Director of the Company, he shall be paid such remunerations, at the same substantive level as specified herein above, however subject to limit specified in accordance with Part II, Section II of Schedule V of the Companies Act, 2013."

#### **6. Re- Appointment of Mr. Vishal Soni (DIN 00006497) as Whole Time Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule V of the Act and, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and Articles of Association of the Company and, subject to such approvals, conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government, if required, approval of the members, be and is hereby accorded to the re-appointment of Mr. Vishal Soni (DIN 00006497), as the Whole Time Director of the Company for a period of Five years w.e.f. 01st August, 2016 to 31st July, 2021, and payment of remuneration of Rs. 2,50,000/- per month (with an annual increment of Rs. 50,000/- per month) for a period of three years w.e.f. 01st August, 2016 to 31st July, 2019, on terms and conditions, including remuneration set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (herein after referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said re-appointment and / or the remuneration as it may deem fit and as may be acceptable to Mr. Vishal Soni (DIN 00006497), subject to the condition that it shall not exceed the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof."

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Vishal Soni (DIN 00006497), as Whole Time Director of the Company, he shall be paid such remunerations, at the same substantive level as specified herein above, however subject to limit specified in accordance with Part II, Section II of Schedule V of the Companies Act, 2013."

#### **7. Remuneration to Mr. Padamshi Soni (DIN 00006463), Chairman of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

**"RESOLVED THAT** subject to section 197 and 198 of the Companies Act 2013 and provisions of Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 subject to such approvals, conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government, if required, approval of the members, be and is hereby accorded to the Company for payment of remuneration, of Rs. 5,00,000/- per month to Mr. Padamshi Soni, Chairman, for a period of three years w.e.f. 01st October, 2016 to 30th September, 2019, on terms and conditions, including perquisites set out in the Explanatory Statement annexed to the Notice convening this



meeting, with liberty to the Board of Directors (herein after referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions as the board may deem fit subject to the condition that it shall not exceed the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof."

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year Mr. Padamshi Soni (DIN 00006463), shall be paid such remunerations, at the same substantive level as specified herein above, however subject to limit specified in accordance with Part II, Section II of Schedule V of the Companies Act, 2013".

#### 8. LOAN FROM DIRECTOR(s):

To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

**"RESOLVED THAT** pursuant to Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and other applicable provisions or subject to such modification and re-enactment thereof, consent of the members be and is hereby accorded to the Company to borrow money or obtain loan/s, from the Director, in one or more tranches, and on such terms and conditions as may be mutually agreed between the Company and the Directors not exceeding a sum of Paid Up Capital and Reserves of the Company.

**RESOLVED FURTHER THAT** any of the Directors or officer of the Company duly authorized by the Board of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto provided that the rate of interest payable on such borrowings/loans shall not exceed the market rate at any time.

#### 9. INVESTMENTS TO BE MADE BY COMPANY

To approve investment limit up to Rs. 200 Crores and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as special resolution:

**"RESOLVED THAT** pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals as may be necessary the consent of the members be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to: make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate, provided that the total amount of such investments outstanding at any time shall not exceed rupees 200 Crores;

**RESOLVED FURTHER THAT** Mr. Padamshi L. Soni, Chairman or any other Director duly authorized by the Board of Directors be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution".

#### 10. SALE OF UNDERTAKING UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to sell / transfer / dispose off its Wholly Owned Subsidiary Company M/s Sea-King Club Private Limited ("Undertaking"), together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets in relation to the Undertaking, on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company;

**RESOLVED FURTHER THAT** Mr. Padamshi L. Soni, Chairman or any other Director duly authorized by the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary, incidental or ancillary including finalising the terms and conditions, methods and modes of payment in respect thereof, and finalising and executing necessary documents including agreements, deeds of assignment, conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, to give effect to this Resolution;

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may required or necessary in this matter for sending the Notice to the shareholders, making submissions at Stock Exchanges, Registrar of Companies and all such authorities in this regard".

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

**Padamshi Soni  
Chairman  
DIN: 00006463**

**Date: 12th August, 2016**  
**Place: Mumbai**  
**Registered office:**  
101, Soni House, Plot No.34,  
Gulmohar Road No.1,  
JVPD Scheme, Vile Parle (W),  
Mumbai -400049.



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS APPOINTING PROXY SHOULD BE DULY STAMPED COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
3. The Register of Members & the Share Transfer Books of the Company will remain closed from 24th September, 2016 to 30th September, 2016 (both days inclusive).
4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
5. Members/Proxy holders are requested to bring their Attendance Slip duly completed and signed along with their copy of Annual Report to the Meeting.
6. Shareholders are requested to immediately notify change in address, if any, to the Depository Participant with whom they maintain demat accounts for shares held in electronic mode and to the Company's Registrar & Transfer Agents for the shares held in physical mode.
7. Members, who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to consolidate their holdings in one folio.
8. Physical share transfer request should be accompanied by valid transfer deed, duly stamped, Adhaar and PAN card copy of both transferor and transferee.

Unclaimed Dividend :

9. The shareholders who have not encashed their dividend warrants for the years 2008-09\* onwards are requested to correspond with Link Intime India Private Limited (the Registrar and Transfer Agents) or Mr. Pranay D. Vaidya, Company Secretary and Compliance Officer at the Company's Registered Office.

As per Section 205C of the Companies Act, 1956, any money transferred by the Company to the Unpaid Dividend Account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called 'The Investor Education and Protection Fund' (IEPF) set up by the Central Government. No claims shall lie against the fund or the Company in respect of amount so transferred.

\*Note: Members are requested to claim the unclaimed dividend by 29th September, 2016 for the year 2008-09.

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 ecopy of the 24th Annual General Meeting is also posted on the website [www.ppdcl.com](http://www.ppdcl.com) for download and copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting, if required.
14. To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses with their concerned Depository Participants. Members who hold share in physical form are requested to contact Mr. Pranay D. Vaidya, Company Secretary and Compliance Officer on [compliance\\_officer@ppdcl.com](mailto:compliance_officer@ppdcl.com) or at the Registered office of the Company or contact Link Intime India Pvt. Ltd.
15. In order to facilitate e-voting on the resolutions by members, electronic copy of the Notice of the 24th 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 Participants(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 24th 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 24th 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 27th September, 2016 at 9.00 am and ends on 29th September, 2016 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 23rd September, 2016 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 23rd September, 2016
- 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <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 records for the said demat account or folio.
Bank Details	<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. Suhas S. Ganpule, a Practicing Company Secretary, (Membership No. 12122; Certificate of Practice No. 5722) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
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.
- a. The Results shall be declared on the date of AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed



on the Company's website www.ppdcl.com and on the website of CDSL within 2 (two) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

21. The members are requested to:

- i. Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.

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

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

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

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its Meeting held on August 12, 2016 and subject to the approval of the members of the Company in the Annual General Meeting and the provisions of the Companies Act, 2013, has re-appointed Mr. Manish Soni (DIN 00006485) for a period of five years w.e.f. 01-08-2016 to 31-07-2021 on remuneration of Rs.2,50,000/- per month, w.e.f. 01-08-2016 to 31-07-2019 inclusive of all the perquisites, plus bonus as per Company's policy.

Mr. Manish Soni was appointed as Whole Time Director with effect from 01-08-2006 at a remuneration of Rs. 1,50,000/- and has been holding the post till date.

Further the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company along with requisite deposit.

Mr. Padamshi Soni, Mr. Vishal Soni and Mr. Manish Soni are concerned and interested in the resolution pertaining to the remuneration payable to Mr. Manish Soni, as they are related to one another. None of the other Directors of the Company are concerned or interested in the resolution.

Pursuant to schedule V, statement is given to shareholders containing the following information namely:-

#### **I General Information:**

1. Nature of Industry: Real Estate
2. Date or expected date of commencement of commercial production: NA
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus-NA
4. Financial performance: Your Company, on account of adverse demand for commercial real estate during the year has not booked any sale from business operations. Earnings of Rs. 345 lacs represents other Income.
5. Export performance and net foreign exchange collaboration –Nil
6. Foreign investments or collaborators, if any: Nil

#### **II Information about the Appointee:**

1. Background details: Mr. Manish Soni was appointed as Whole Time Director with effect from 01-08-2006 for a period of Five years. His appointment was extended from 1.08.2011 upto 31.07.2016. He is a member of Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility of the Company.
2. Past Remuneration: Rs.1,50,000/- per month.
3. Recognition or awards: Nil
4. Job profile and suitability: Please see Annexure to the Notice
5. Remuneration proposed: Rs.2,50,000/- per month with an annual increment of Rs. 50,000 per month, plus Bonus as per the policy of the Company.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would w.r.t. the country of origin): Market dictated
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. Manish Soni and Mr. Vishal Soni are brothers and are related with Mr. Padamshi Soni, their father.

#### **III. Other information:** Reasons of loss or inadequate profits: same as point 4 in General Information above.

Steps taken or proposed to be taken for the improvement: Future prospects are closely related to positive changes in the real estate market.

In the meantime surplus funds are profitably deployed to generate other Income. Further the Company has succeeded in selling the remaining units in its Vile Parle, West Project.

#### **IV. Disclosures:**

The information about remuneration package is discussed under the head of Corporate Governance.

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

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its Meeting held on August 12, 2016 and subject to the approval of the members of the Company in the Annual General Meeting and the provisions of the Companies Act, 2013, has re-appointed Mr. Vishal Soni (DIN 00006497) for a period of five years w.e.f. 01-08-2016 to 31-07-2021 on remuneration of Rs.2,50,000/- per month, w.e.f. 01-08-2016 to 31-07-2019 inclusive of all the perquisites, plus bonus as per Company's policy.



Mr. Vishal Soni was appointed as Whole Time Director with effect from 01-08-2006 at a remuneration of Rs. 1,50,000/- and has been holding the post till date.

Further the Company has received request in writing from a member of the company proposing his candidature for appointment as Director of the Company along with requisite deposit.

Mr. Padamshi Soni, Mr. Manish Soni and Mr. Vishal Soni are concerned and interested in the resolution pertaining to the remuneration payable to Shri Vishal Soni, as they are related to one another. None of the other Directors of the Company are concerned or interested in the resolution.

Pursuant to schedule V, statement is given to shareholders containing the following information namely:-

**I General Information:**

1. Nature of Industry: Real Estate
2. Date or expected date of commencement of commercial production: NA
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus-NA
4. Financial performance: Your Company, on account of adverse demand for commercial real estate during the year has not booked any sale from business operations. Earnings of Rs. 345 lacs represents other Income.
5. Export performance and net foreign exchange collaboration –Nil
6. Foreign investments or collaborators, if any: Nil

**II Information about the Appointee:**

1. Background details: Mr. Vishal Soni was appointed as Whole Time Director with effect from 01-08-2006 for a period of Five years. His appointment was extended from 01.08.2011 upto 31.07.2016. He is a member of Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility of the Company.
2. Past Remuneration: Rs.1,50,000/- per month, each.
3. Recognition or awards: Nil
4. Job profile and suitability: Please see Annexure to the Notice
5. Remuneration proposed: Rs.2,50,000/- per month with an annual increment of Rs. 50,000 per month, plus Bonus as per the policy of the Company.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person(in case of expatriates the relevant details would w.r.t. the country of origin):Market dictated
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. Manish Soni and Mr. Vishal Soni are brothers and are related with Mr. Padamshi Soni, their father.

**III. Other information:** Reasons of loss or inadequate profits: same as point 4 in General Information above.

Steps taken or proposed to be taken for the improvement: Future prospects are closely related to positive changes in the real estate market. In the meantime surplus funds are profitably deployed to generate other Income. Further the Company has succeeded in selling the remaining units in its Vile Parle, West Project.

**IV. Disclosures:** The information about remuneration package is discussed under the head of Corporate Governance.

**Item No. 7**

The Board of Directors, on the recommendations of the Nomination and Remuneration Committee, in its Meeting held on August 12, 2016 and subject to the approval of the members of the Company in the Annual General Meeting and the provisions of the Companies Act, 2013, decided to pay Mr. Padamshi Soni, Chairman a remuneration of Rs.5,00,000/- per month, w.e.f. 01-10-2016 to 31-09-2019 inclusive of all the perquisites, plus bonus as per Company's policy.

Mr. Padamshi Soni, Chief Promoter of the Company has been functioning as the executive Chairman without any monthly remuneration since inception.

Mr. Padamshi Soni, Mr. Manish Soni and Mr. Vishal Soni are concerned and interested in the resolution pertaining to the remuneration payable to Shri Padamshi Soni, as they are related to one another. None of the other Directors of the Company are concerned or interested in the resolution.

Pursuant to schedule V, statement is given to shareholders containing the following information namely:-

**I General Information:**

1. Nature of Industry: Real Estate
2. Date or expected date of commencement of commercial production: NA
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus-NA
4. Financial performance: Your Company, on account of adverse demand for commercial real estate during the year has not booked any sale from business operations. Earnings of Rs. 345 lacs represents other Income.
5. Export performance and net foreign exchange collaboration –Nil
6. Foreign investments or collaborators, if any: Nil

**II Information about the Appointee:**

1. Background details: Mr. P L Soni, a business man, having over four decades of experience in diverse fields such as trading in shares & securities, Transport and Property Development. He has 27 years of experience in real estate development. His business acumen, entrepreneurial abilities, deep involvement and administrative skills have brought him remarkable success in all that he has ventured into over the years.
2. Past Remuneration: No monthly remuneration.
3. Recognition or awards: Honoured with "Kutch Shakti Vyapar Ratna Award" in year 2000, Also awarded as "Udyog Rattan Award" in 2008-09 by Institute of Economic Studies.





4. Job profile and suitability: Mr. Padamshi L Soni, Chairman of the company is a man of vision and has wealth of experience and knowledge in the construction line. He looks after all the work related to on site, accounts & finance, administration and other.
5. Remuneration proposed: Rs.5,00,000/- per month, plus Bonus as per the policy of the Company.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would w.r.t. the country of origin): Market dictated
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Mr. Manish Soni and Mr. Vishal Soni are brothers and are related with Mr. Padamshi Soni, their father. Mr. Padamshi Soni has been extending short term need based loan to the company from time to time.

**III. Other information:** Reasons of loss or inadequate profits: same as point 4 in General Information above.

Steps taken or proposed to be taken for the improvement: Future prospects are closely related to positive changes in the real estate market. In the meantime surplus funds are profitably deployed to generate other Income. Further the Company has succeeded in selling the remaining units in its Vile Parle, West Project.

**IV. Disclosures:** The information about remuneration package is discussed under the head of Corporate Governance.

#### **Item No. 8**

The Board of Directors in the meeting held on 12th August, 2016 has resolved to take Loans from the Directors as and when required not exceeding a sum of Rs. 50 Crores. This is to safeguard the Company against any mismatch of Funds for a short period.

Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 states that if the transaction is material by reason of exceeding 10% of annual consolidated turnover, the approval of Shareholders by way of Special Resolution has to be obtained.

The Directors therefore commends approval of the Shareholders to pass the Special resolution pursuant to Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

None of the Directors other than Mr. Padamshi Soni, Mr. Manish Soni and Mr. Vishal Soni are interested in the resolution.

#### **Item No. 9**

The Board of Directors in their meeting held on August 12, 2016 decided to seek approval of shareholders to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

Section 186 of the Companies Act, 2013 is being notified and shall come into force with effect from 01.04.2014 and accordingly your company is required to obtain approval by passing special resolution in general meeting in case it proposes to make investment or give loan, guarantee or provide security exceeding the sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

In view of better utilization of funds available with the company, it is proposed to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed resolution.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

#### **Item No 10**

Your Company had acquired 100% shares of Sea King Club Private Limited (SKCPL) in the year 2010 at a cost of Rs.30.10 crore, whereby SKCPL became a Wholly Owned Subsidiary of your Company. Sea King Club Private Limited owned a hotel property and this investment was made with a view to re-develop the hotel with additional FSI and better and improved amenities.

Necessary applications for diverse permissions were made, but approval from some authorities are still pending. In the mean time there has been lots of fluctuations in the market and strategies in constructing a hotel project in this coastal zone have also undergone changes.

Considering the above and also since the investment has not been fetching returns, it would be worthwhile to explore the alternative of disposing the investment in Sea King Club Private Limited without carrying out the re –development activity, in particular if a suitable offer comes from any interested party.

In terms of extent of the provisions of Companies Act 2013, it is necessary to obtain prior approval of Members for disposing of an investment value whereof is 20% or more of the Net worth of the Company.

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

**By Order of the Board of Directors,  
Prime Property Development Corporation Limited**

**Padamshi Soni  
Chairman  
DIN: 00006463**

**Date: 12th August,2016**

**Place: Mumbai**

**Registered office:**

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



**Annexure to the Notice**

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

**(In pursuance of Clause 49 of the Listing Agreement and Explanatory statement pursuant to Section 102 of Companies Act 2013 )**

<b>Name of the Director</b>	Mr. Manish Soni	Mr. Vishal P Soni
<b>Date of Birth</b>	31/10/1972	14/07/1977
<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	On 16/08/2000,he was appointed as Director and since 01/08/2006 was appointed as whole-time director
<b>Qualifications</b>	Under graduate	Under graduate
<b>Expertise in specific functional areas</b>	He Looks after material management & provides on-site support to the operating functionaries of the Company	He Looks after accounts, material management & provides on-site support to the operating functionaries of the Company
<b>List of other Companies in which Directorship held as on 31st March, 2016</b>	Sea-king Club Pvt. Ltd.	Sea-king Club Pvt. Ltd.
<b>Chairman / member of the Committee of the Boards of the other Companies on which he is a Director as on 31st March, 2016</b>	NIL	NIL

**DIRECTORS' REPORT**

To  
The Members,  
**Prime Property Development Corporation Limited**  
Your Directors have pleasure in presenting the 24th Annual Report of your Company along with the Audited Statement of Accounts for the year ended March 31, 2016.

**1. Financial Results:**

Particulars	(Rs. In lacs)	
	2015 – 2016	2014-2015
Business & Other Income	344.81	2,849.61
Profit / (Loss) before Interest, Depreciation & Tax	143.31	814.64
Less:		
a. Interest	0.02	-
b. Depreciation	13.84	15.16
<b>Profit / (Loss) before tax</b>	<b>129.45</b>	<b>799.48</b>
Less: Provision for Tax:		
a. Current Year	47.44	387.45
b. Deferred Tax	(165.12)	(1.84)
c. MAT Credit Entitlement	-	-
d. Short / Excess for earlier years	187.79	3.55
<b>Profit / (Loss) for the Period</b>	<b>59.34</b>	<b>410.32</b>
Balance brought forward from the previous year	5,794.11	5,595.11
Less: Opening Adjustment in Depreciation		6.86
<b>Amount available for Appropriation</b>	<b>5,853.45</b>	<b>5,998.57</b>
<b>Appropriations:</b>		
- Dividend	169.71	169.71
- Corporate Dividend Tax	34.75	34.75
- Transferred to General Reserve	-	-
- Surplus carried to Balance Sheet	5,648.99	5,794.11
<b>Total</b>	<b>5,648.99</b>	<b>5,794.11</b>

Your Company, during the current period ended on 31st March, 2016 has earned income of Rs. 344.81 lacs and Profit before Tax of Rs.129.45 lacs as compared to Rs.2,849.61 lacs and Rs.799.48 lacs, respectively, in the previous year.

**2. Dividend:**

Your Directors are pleased to recommend for your approval a dividend @ 20% i.e Re. 1 (One)/- per equity share of face value Rs. 5/- for the financial year 2015-16.

**3. Brief description of the Company's State of affair:**

- Current Year's Operation:  
During the year due to adverse demand for commercial spaces, the Company was unable to sell a single unit in its Project at Prime Business Park, Vile Parle. The Company's income from normal business during the year therefore was Nil as compared to Rs.2,517 Lacs in the previous year. Earnings of Rs. 344.81 Lacs for the current year represent Other Income.
- Future Prospects:  
Taking the unfavorable real estate market scenario prevailing in Company's preferred area of operation in consideration, your management has desisted from investing its funds in acquiring any new project during the year. Future prospects of the Company in its real estate Business would be closely linked to any positive changes in the market. Meanwhile the surplus funds have been profitably deployed to generate other Income.

You will however be happy to learn that during the first quarter of the Financial Year 2016-17, the remaining units at prime Business Park, Vile Parle are sold and sales will be booked, the result whereof will reflect in the year 2016-17.

**4. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.**

Adequate internal controls, systems, and checks are in place, commensurate with the size of the Company and the nature of its business. The management exercises financial control on the Company's operations through monitoring and standard operating procedures. Your Company has appointed an external professional agency M/s. A R Sodha & Co., Chartered Accountants, to conduct the internal audit, and the findings and recommendations of the Internal Auditors are placed before the Audit Committee of your Board regularly.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal controls in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal auditors, the management undertakes corrective action in the respective areas and thereby further strengthens the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. The Audit committee of the Board ensures that necessary corrective actions suggested are put in place. At the end of a period, the CEO & CFO give a declaration in the appropriate format to certify that the financial statements prepared are accurate and complete in all aspects and that there are nosignificant issues that can impair the financial performance of the Company.

**5. Details of Subsidiary Companies and the details pertaining to its Performance and financial position:**



M/s. Sea-King Club Private Limited is a wholly owned subsidiary of M/s. Prime Property Development Corporation Limited. The operations of Subsidiary Company continues to be suspended pending renovation of the hotel with modern and improved amenities.

**6. Deposits:**

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

**7. Statutory Auditors:**

M/s. Vora & Associates, Chartered Accountants, Firm Registration No. 111612W, Statutory Auditors of the Company, were appointed at the previous Annual General Meeting for a period of two years subject to ratification of their appointment at this Annual General Meeting. The Company has obtained a Certificate from M/s. Vora & Associates to the effect that their ratification, if made, would be in conformity with the limits specified in the said Section.

The members are requested to ratify the reappointment of the Auditors for the current year and fix their remuneration.

**8. Auditors' Report:**

The observations made by the Auditors in their Report read with relevant notes as given in the Notes on Accounts annexed to the Accounts, are self explanatory and therefore do not call for any further comments under Section 134 (3)(f) of the Companies Act, 2013.

The Auditors of the Company have not raised any queries or made any Qualifications on the Accounts adopted by the Board which were then audited by them.

**9. Share Capital:**

During the year 2015-2016, the Company has not made any issue of equity shares with differential voting Rights, Sweat Equity Shares and Employee Stock Option.

**10. Extract of the annual return:**

The extract of the annual return in Form No. MGT – 9 has been annexed.

**11. Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**A. Conservation of energy:**

The information required under the provisions of section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to the conservation of energy and technology absorption is not applicable, as the Company is not carrying out any manufacturing operation.

**B. Foreign exchange earnings and Outgo:**

Particulars	As on 31.03.2016	As on 31.03.2015
a) Earnings in foreign exchange	Nil	Nil
b) Expenditure / outgo in foreign exchange (Travelling)	3,50,219	8,07,752

**12. Corporate Social Responsibility (CSR):**

The Corporate Social Responsibility Committee has formulated a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: [www.ppdcl.com](http://www.ppdcl.com).

Company has earmarked a budget of Rs. 11.80 lacs being 2% of average net profits of 3 years, but could disburse only Rs. 10.69 lacs, leaving an unspent amount of Rs. 1.11 Lacs. This was since a donee on whose account the donation was approved and allocated, could not take the fund by the end of the financial year.

The Annual Report on CSR activities is annexed.

**13. Directors:**

**A) Changes in Directors and Key Managerial Personnel**

In terms of Section 152 (6) of the Companies Act, 2013, Mr. Manish Padamshi Soni, Whole-Time Director (DIN:00006485) retires by rotation and being eligible offers himself for re-appointment.

There were no other changes in the constitution of board of directors during the year.

The tenure of Mr. Manish Soni and Mr. Vishal Soni, Whole Time Directors of the Company which expired on 31st July, 2016 are proposed for extension from 01/08/2016 to 31/07/2021. The relevant resolution is commended for your approval.

**B) Declaration by an Independent Director(s)**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement, Regulation 16 (1)(b) of the SEBI (LODR) Regulations 2015 and provisions of Companies Act 2013 with the Stock Exchange.

**C) Annual Evaluation of the Board Members**

The Company has devised a Policy for performance evaluation of the Board, Committees, Independent Directors, and other Directors which includes criteria for performance evaluation of the non-executive directors and executive directors.

**D) Familiarisation of Independent Directors**

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: [www.ppdcl.com](http://www.ppdcl.com).

**14. Number of meetings of the Board of Directors**

The Board of Directors during the year 2015-16 met four times on 22nd May, 2015, 14th August, 2015, 07th November, 2015 and 11th February, 2016.

For further details, please refer to Report on Corporate Governance appearing in this Annual Report.

**15. Details of establishment of vigil mechanism for directors and employees:**

The Company has put in place Vigil Mechanism for Directors and Employees of the Company.

**16. Company's policy on directors' appointment and remuneration including criteria for determining qualifications, positive attributes,**



**independence of a director:**

The Nomination and Remuneration Committee has formulated a policy relating to the appointment, remuneration and removal of Executive Directors, Key Managerial Personnel and Other Senior Management Personnel of the Company, in accordance with the provisions of Section 178 of the Act.

**17. Particulars of loans, guarantees or investments under section 186:**

Particulars of Loan given, Investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in standalone financial statement.

**18. Particulars of contracts or arrangements with related parties:**

The particulars of contracts or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under the proviso thereto have been disclosed in Form No. AOC -2, annexed.

Further, policy on dealing with Related Party Transactions is disclosed on the website of the Company at the link <http://www.ppdcl.com/policies.html>

**19. Managerial Remuneration:**

- A) Details pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed.
- B) There is no Employee who is in receipt of more than Rs. 5,00,000 P.M. or Rs. 60,00,000 per financial year under section 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in the financial 2015-16.

**20. Secretarial Audit Report:**

The provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, the Board has appointed M/s. S G & Associates, Company Secretaries in Practice, as the Secretarial Auditor of the Company for the financial year 2015-16 and their report is annexed.

The Auditors of the Company have not raised any queries or made any Qualifications with respect to Secretarial Audit conducted by them.

**21. Risk management policy:**

The Board has adopted Risk Management policy for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its Assets, Prevention and detection of Frauds and Errors, etc.

**22. Directors' Responsibility Statement:**

Pursuant to clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013 with respect to Directors' Responsibility Statement it is confirmed that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The annual accounts have been prepared on a going concern basis.
- (e) That internal financial controls were laid down to be followed and that such internal financial controls were adequate and were operating effectively.
- (f) That proper systems were devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**23. Corporate Governance And Management Discussion & Analysis Reports:**

The Corporate Governance and Management Discussion & Analysis Report, which forms a part of this Report, are set out separately together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulation 27 (2) of SEBI (Listing Obligation Disclosure Requirement), 2015.

**24. Details of Significant and Material Orders Passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status and Company's Operations in Future:**

There were no orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**25. Acknowledgements:**

An acknowledgement with thanks is hereby conveyed to all with whose help, cooperation and hard work the Company was able to achieve the results.

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

**Place: Mumbai**  
**Date: 12th August, 2016**

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



**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on **31st March 2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of The Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L67120MH1992PLC070121
REGISTRATION DATE	23-12-1992
NAME OF THE COMPANY	Prime Property Development Corporation Ltd.
Category / Sub-Category of the Company	Company having share capital
Address of the Registered office and Contact details	i. 101, Soni House, Plot No. 34, Gulmohar Road No. 1, JVPD Scheme, Vile Parle ( W ) Mumbai - 400049, Maharashtra. ii. Phone No. 022-26242144
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent	i. Link Intime India Pvt. Ltd. ,C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai, Maharashtra – 400078 ii. Phone No. 022-25946970-78, 25963838, 25960 320

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products	NIC Code of the Product/ service	% to total turnover of the company
1	Builders & Developers	41001, 41002 & 41003	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. No	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Sea – King club Pvt. Ltd.	U92190MH1974PTC017902	Wholly Owned Subsidiary	100%	2(87)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/HUF	12129347	--	12129347	71.47	12129347	--	12129347	71.47	--
(b) Central Govt	--	--	--	--	--	--	--	--	--
(c) State Govt	--	--	--	--	--	--	--	--	--
(d) Bodies Corp.	--	--	--	--	--	--	--	--	--
(e) Banks / FI	--	--	--	--	--	--	--	--	--
(f) Any Other....	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (1):-</b>	<b>12129347</b>	<b>--</b>	<b>12129347</b>	<b>71.47</b>	<b>12129347</b>	<b>--</b>	<b>12129347</b>	<b>71.47</b>	<b>--</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	--	--	--	--	--	--	--	--	--
b) Other -Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (2):-</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>12129347</b>	<b>--</b>	<b>12129347</b>	<b>71.47</b>	<b>12129347</b>	<b>--</b>	<b>12129347</b>	<b>71.47</b>	<b>--</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>Sub-total (B)(1):-</b>	--	--	--	--	--	--	--	--	--
<b>2. Non- Institutions</b>	--	--	--	--	--	--	--	--	--
<b>a) Bodies Corp.</b>	--	--	--	--	--	--	--	--	--
i) Indian	1040828	1800	1042628	6.14	1030462	1800	1032262	6.08	(0.06)
ii) Overseas	--	--	--	--	--	--	--	--	--
<b>b) Individuals</b>	--	--	--	--	--	--	--	--	--
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1764355	219444	1983799	11.69	1535384	218244	1753628	10.33	(1.36)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1730461	--	1730461	10.20	1708082	--	1708082	10.06	0.14
<b>c) Others (specify)</b>	--	--	--	--	--	--	--	--	--
• Clearing Members	20000	--	20000	0.12	25689	--	25689	0.15	0.03
• Non Resident Indians	36770	27400	64170	0.38	36596	27400	63996	0.37	(0.01)
• Trusts	675	--	675	0.00	675	--	675	0.00	0
• HUF	--	--	--	--	257401	--	257401	1.52	1.52
Sub-total (B)(2):-	--	--	--	--	--	--	--	--	--
Total Public Shareholding (B)=(B)(1)+ (B)(2)	--	--	--	--	--	--	--	--	--
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	16722436	248644	16971080	100	16723636	247444	16971080	100	

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	
1	Padamshi L Soni	97,51,925	57.46	--	97,51,925	57.46	--	--
2	Prabhavati P Soni	17,77,422	10.47	--	17,77,422	10.47	--	--
3	Dimple Manish Soni	2,00,000	1.18	--	2,00,000	1.18	--	--
4	Manish Padamshi Soni	2,00,000	1.18	--	2,00,000	1.18	--	--
5	Vishal P Soni	2,00,000	1.18	--	2,00,000	1.18	--	--
	<b>Total</b>	<b>1,21,29,347</b>	<b>71.47</b>	--	<b>1,21,29,347</b>	<b>71.47</b>	--	--

(iii) Change in Promoters' Shareholding : NO CHANGE

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase/Decrease in Shareholding		Cumulative Shareholding at the end Year	
		No. of shares	% of total shares of the company	Date	No. of Shares	No. of shares	% of total shares of the company
1	Manorama Tilakchand	449025	2.6458	--	--	449025	2.6458
2	Zircon Traders Limited	308158	1.8158	--	--	308158	1.8158
3	Precise Consulting & Engineering Pvt Ltd	278440	1.6407	--	--	278440	1.6407
4	Dipti D Kothari	200000	1.1785	--	--	200000	1.1785
5	Parth Pradip Shah	149500	0.8809	--	--	149500	0.8809



Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase/Decrease in Shareholding		Cumulative Shareholding at the end Year	
		No. of shares	% of total shares of the company	Date	No. of Shares	No. of shares	% of total shares of the company
6	Shabbir M Somji	119000	0.7012	--	--	119000	0.7012
7	Midas Jewels Private Limited	115000	0.6776	--	--	115000	0.6776
8	Dilshad S Somji	102000	0.6010	--	--	102000	0.6010
9	Kanchan Khanna	100000	0.5892	--	--	100000	0.5892
10	Shalibhadra Properties Private Limited	61573	0.3628	22 May, 2015	2118	63691	0.3753
				05th June, 2015	22992	86683	0.5108
				12th June, 2015	4000	90683	0.5343
				17th June, 2015	101	90784	0.5349
				21st August, 2015	1590	92374	0.5443
				28th August, 2015	1370	93744	0.5524
				04th September, 2015	1000	94744	0.5583
				09th October, 2015	640	95384	0.5620
				06th November, 2015	2000	97384	0.5738
						97384	0.5738

## (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	As on 1 April, 2015				
	Padamshi Ladhubhai Soni	97,51,925	57.46	97,51,925	57.46
	Vishal Padamshi Soni	2,00,000	1.18	2,00,000	1.18
	Manish Padamshi Soni	2,00,000	1.18	2,00,000	1.18
	Yadavrao Pawar	0	0	0	0
	Ishwarchand G. Shah	0	0	0	0
	Hiral R. Vora	0	0	0	0
	Alok Chowdhury	200	0.001	200	0.001
	Kumar Vora	1500	0.008	1500	0.008
	Pranay Vaidya	0	0	0	0
	<b>TOTAL</b>	<b>101,536,25</b>	<b>59.83</b>	<b>101,536,25</b>	<b>59.83</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	As on 31 March, 2016				
	Padamshi Ladhubhai Soni	97,51,925	57.4620	97,51,925	57.46
	Vishal Padamshi Soni	2,00,000	1.18	2,00,000	1.18
	Manish Padamshi Soni	2,00,000	1.18	2,00,000	1.18
	Yadavrao Pawar	0	0	0	0
	Ishwarchand G. Shah	0	0	0	0
	Hiral R. Vora	0	0	0	0
	Alok Chowdhury	200	0.001	200	0.001
	Kumar Vora	1500	0.008	1500	0.008
	Pranay Vaidya	0	0	0	0
	<b>TOTAL</b>	<b>101,536,25</b>	<b>59.83</b>	<b>101,536,25</b>	<b>59.83</b>





## (v). INDEBTEDNESS :

Indebtedness of the Company including interest outstanding/accrued but not due for payment NIL

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		
		Manish P Soni	Vishal P Soni	Total Amount
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,50,000	18,50,000	37,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission (Proposed) - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	18,50,000	18,50,000	37,00,000
	Ceiling as per the Act			42,00,000



## B. Remuneration to other directors:

Sl. no	Particulars of Remuneration	Name of Directors				Total Amount
		Shri. Y C Pawar	Shri. I G Shah	Ms. Hiral Vora	**Shri. Satendrakumar Bhatnagar	
	3. Independent Directors					
	• Fee for attending board committee meetings	80000	80000	80000	40000	280000
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	80000	80000	80000	40000	280000
	4. Other Non-Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	80000	80000	80000	40000	280000
	Total Managerial Remuneration (excluding sitting fees)					-
	Overall Ceiling as per the Act					Not Applicable

\*\* Resigned w.e.f. 30/09/2015

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		Chief Executive Officer	Company Secretary	Chief Financial Officer	Total
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,50,000	2,11,000	13,00,000	33,61,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	18,50,000	2,11,000	13,00,000	33,61,000

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

**Corporate Social Responsibility (CSR)**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.  
2. Composition of the CSR Committee.

Shri Ishwarchand G Shah	Chairman of the Committee
Shri Padamshi L Soni	Member
Shri Manish P Soni	Member
Shri Vishal P Soni	Member

Chairman informed that the Company had earmarked a budget of Rs.11.80 lacs being 2% of average net profits of 3 years, but could disburse only Rs. 10.69 lacs, leaving an unspent amount of Rs.1.11 Lacs.

3. Average net profit of the company for last three financial years: Rs. 590.36 Lacs  
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs.11,80,716  
5. Details of CSR spent during the financial year.

- (a) Total amount to be spent for the financial year: Rs. 10,69,224/-  
(b) Amount unspent, if any; Rs. 1,11,492/-  
(c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency*
1	Education	School Education Fees	Local school at Thane & Dombivali and at Kutch		2,94,224		Direct
2	Parab Shakti Sanjivani Society	Education			2,00,000		Direct
3	VinaySanskar Education Society	Education			1,25,000		Direct
4	ShriSuthriPan-jrapole& Welfare Fund	Charitable, Health Care, & Rural Development	Kutch		4,00,000		Direct
5	Education	Education	Kutch		50,000		Direct

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Please refer point no. 12 in the Report.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

(Shri. P. L. Soni, Director)

(Shri. I. G. Shah, Chairman CSR Committee)



### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

The Company has not entered in to any contract or arrangement or transactions with its related parties which is not at arm's length during the financial year 2015-16.

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

A)

Sr. No.	Particulars	Details
(a)	Name(s) of the related party and nature of relationship	Sea-King Club Private Limited
(b)	Nature of contracts/arrangements/transactions	Loan given to subsidiary Company
(c)	Duration of the contracts / arrangements/transactions	01.04.2011 onwards
(d)	Salient terms of the contracts or arrangements or transactions including the value:	Loan given to subsidiary for incurring day to day expenses, being hotel closed for renovation.
(e)	Date(s) of approval by the Board:	14/08/2014 (earlier resolution dated – 12/07/2010)
(f)	Amount paid as advances:	Rs. 9,15,101/- (paid during the year 2015-16)

B)

Sr. No.	Particulars	Details	Details
(a)	Name(s) of the related party and nature of relationship	Manish P. Soni	Vishal P. Soni
(b)	Nature of contracts/arrangements/transactions	Extension of tenure	Extension of tenure
(c)	Duration of the contracts / arrangements/transactions	01.08.2016-31.07.2021	01.08.2016-31.07.2021
(d)	Salient terms of the contracts or arrangements or transactions including the value:	<ul style="list-style-type: none"> <li>Duration of agreement is five years</li> <li>Devote full time attention</li> <li>Bonus as per the policy of the Company.</li> <li>Termination with three months notice by both the parties</li> </ul>	<ul style="list-style-type: none"> <li>Duration of agreement is five years</li> <li>Devote full time attention</li> <li>Bonus as per the policy of the Company.</li> <li>Termination with three months notice by both the parties</li> </ul>
(e)	Date(s) of approval by the Board:	12.08.2016	12.08.2016
(f)	Amount paid as advances:	Nil	Nil

#### Statement of Disclosure of Remuneration under Section 197 of the Companies Act 2013 and Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

1. The Ratio of the remuneration of each Director to the median of the employees of the Company for the Financial Year

Director	Ratio
Shri Manish P Soni	7.72
Shri Vishal P Soni	7.72

Note: The Independent Directors do not receive any remuneration except sitting fees.

2. The percentage increase in the remuneration of Key managerial Personnel (Chief Financial Officer) is 25%. There was no increase in the remuneration of the Directors.

3. The percentage increase in the median remuneration of the employees in the financial Year was 53.7%.

4. As on 31st March 2016 there were a total of 9 employees on the payroll of the Company.

5. Increase in remuneration depends upon factors like Company performance, benchmarking, inflationary trends, talent availability and turnover apart from the individual performance of employees. The average increase in remuneration in Financial Year 2015-2016 was 43.85%.

6. The average percentile increase in remuneration of the employees in the last Financial Year was 13% as compared to the increase of 43.85 % for the Financial Year 2015-2016.

7. It is affirmed that the remuneration is as per the remuneration policy of the company.



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT**  
For the Financial Year ended 31st March, 2016

**To,**  
**The Members,**  
**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Prime Property Development Corporation Limited** (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (g) The Securities and Exchange Board of India (Mutual Fund) Regulation 1996.
  - (h) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

I have examined all the other applicable laws to the Company on the basis of the representations made by the Management.

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India
- (b) The Listing Agreement and SEBI (listing Obligations & Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company.



**If further report that** there are adequate systems and processes in the company to commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Buy-Back of securities.
- iii. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction etc.
- v. Foreign technical collaborations

**For SG and Associates,  
Practising Company Secretary**

**Suhas Ganpule.  
Proprietor**

**Membership No: 12122  
C. P No: 5722**

**Date: 27th June,2016  
Place: Mumbai**

#### Annexure A

To,  
The Members,  
**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
Mumbai.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

**For SG and Associates,  
Practising Company Secretary**

**Suhas Ganpule.  
Proprietor**

**Membership No: 12122  
C. P No: 5722**

**Date: 27th June,2016  
Place: Mumbai**



## **MANAGEMENT DISCUSSION & ANALYSIS**

### **World Economy:**

Global Growth for 2016 has been pegged at 2.4%, which is not much different from the year 2015. The advanced economies, oil exporting countries & the developing economies have all struggled due to sluggish growth, low commodity prices, weak global trade or failure to adapt to lower oil & other key commodity prices. With Brexit still unfolding, there has been a lot of uncertainty in the global market & all forecasts reflect a lot of complexity, both on the economic & political front.

### **Indian Economy:**

Forecast for Indian economy in 2016 continues to remain strong hovering around 7.5%. For the year 2017, it is projected to grow by about 7.8%. Private consumption is expected to be boosted by increases in salary & wages on account of the 7th Pay Commissions report. Inflation continues to decline allowing lowering of bank interest rate & investment is projected to pick up with fading away of excess capacity in manufacturing sector. With the projected good monsoon, demand & supply from the agricultural sector will also give a boost to the Indian economic activity.

### **Real Estate Scenario:**

Mumbai Metropolitan Region (MMR) had experienced a severe draught in new project launches during the past few years in both the residential & commercial real estate. By the end of 2015 & in the first half of 2016, the trend in the residential sector seems to have changed for the better, even though these are significantly lower than the last 5 year's average insofar as new launches are concerned. MMR office spaces market has witnessed a good growth in actual transactions as well as in completions during the first half of year 2016. Projections for 2017 also remains very encouraging in view of all round improvement in the performance of Indian economy & several initiatives of the Government to boost realty sector. Real Estate Regulation & Development Act has finally become a reality providing a level playing field for all the stake holders, besides coming closer to provide an one-window clearance & licensing policy to the builders. Government has released a set of Model Building Bye-Laws to improve ease of doing business regarding issuance of construction permits. It has also removed Dividend Distribution Tax in respect of distribution made by Special Purpose Vehicles to the Real Estate Investment Trusts & Infrastructure Investment Trusts.

Faced with extremely erratic & adverse market conditions in the real estate over a prolonged period of time & also a severe shortage of acceptable projects at reasonable prices, management of your company had taken a decision to desist from committing funds. Instead, the funds available are being profitably deployed elsewhere, by keeping open all options.

Company's only project at Vile Parle (west), which was ready for sale, & which was only partially sold earlier, could not get an acceptable buyer during the year ended March 2016, in spite of protracted correspondence with a few prospective buyers. As such, there was no sale of property booked by the company & entire turnover reflected earning from other sources during the year.

The company is happy to advise that the remaining units in the above project was sold during the first quarter of year 2016-2017, which will get reflected in the results of that year.

### **Business Analysis, Performance & Outlook:-**

Considering the adverse Real Estate Market conditions management of your Company desisted by committing funds for acquiring new projects. Company's efforts were to sell the remaining unsold units in the Vile Parle West Project. While, however, the sale could not be booked in the current year, nevertheless, it has succeeded in selling the entire project during the First Quarter of 2016-2017. Company's income of Rs. 344.81 Lacs came entirely out of other Income in the year 2015-2016 as compared to Rs. 2517 Lacs out of its operation during the previous year. Net profit for the year was Rs. 59.34 Lacs as compared to Rs. 410.32 Lacs in the Previous Year 2014-2015

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

There has been improvement in Real Estate Scenario during the past year or so. The Real Estate Regulation and Development Act & Model Bye laws having been brought in, all the stakeholders will get benefit out of that. Your Company did not invest in real estate in the earlier scenario and the surplus cash provides an opportunity to acquire acceptable projects, when available.

While the government regulation & initiatives like Model Bye Laws, the Real Estate Regulations and Development Act & others will improve the demand for Real Estate, it will also have an impact in increasing the cost to the Company.

### **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 in 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.

Place: Mumbai  
Date: 12th August, 2016

For and on behalf of the Board of Directors  
Padamshi L. Soni  
Chairman  
Din: 00006463



## **REPORT ON CORPORATE GOVERNANCE for the year 2015-16**

(Pursuant to Clause 49 of the Listing Agreement and Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

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.

Corporate Governance has been a continuous journey and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. The Company has laid a strong foundation for making Corporate Governance.

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 and Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR Regulations)"). 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.

### **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. The Company has laid a strong foundation for making Corporate Governance by constituting a Board with a balanced mix of experts of eminence and integrity, forming a core group of top level executives, inducting competent professionals across the organization and putting in place appropriate systems, process and technology.

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, and "SEBI (LODR Regulations)" are in place.

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

### **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/ "SEBI (LODR Regulations)", 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 120 Days. 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.

As on 31st March, 2016, strength of the Board of Directors was six, whose composition is given below:

Promoter, Chairman - 1

Promoter, Whole Time Directors - 2

Independent Directors - 3

During the financial year ended 31st March, 2016, four Board Meetings were held on 22nd May, 2015, 14th August, 2015, 7th November, 2015, and 11th February, 2016.

Attendance of Directors at Board Meetings during the financial year and the last AGM and Number of Directorships/Committee positions of Directors as on 31st March, 2016, were as under:

Name of the Director	Composition and Category	No. of Board Meetings attended	Relationship	Attendance at last AGM held on Sept. 30, 2015	No. of Directorship in other Companies	No. of committee positions held in other Companies
Shri Padamshi L. Soni	Chairman	4		Yes	1	Nil
Shri Yadavrao C. Pawar	Independent Director	4		Yes	1	Nil
**Shri Satendrakumar C. Bhatnagar	Independent Director	2		Yes	NIL	Nil
Shri Ishwarchand G. Shah	Independent Director	4		Yes	Nil	Nil
Ms. Hiral R. Vora	Independent Director	4		Yes	Nil	Nil
Shri Manish P. Soni	Whole time Director	4		Yes	1	Nil
Shri Vishal P. Soni	Whole time Director	4		Yes	1	Nil

\*\* Resigned w.e.f. 30th September, 2015

Note: Independent Directors have the same meaning as interpreted in Clause 49 of Listing Agreements; SEBI (LODR) Regulation 2015 and Companies Act 2013. Independent Directors do not hold any shares or convertible instruments of the Company.

### **3. AUDIT COMMITTEE**

The Audit Committee consists of Members who possesses adequate knowledge of Accounts, Audit, Finance, etc. The Composition of Audit Committee meets the requirement of Section 177 of Companies Act, 2013 and Regulation 18(3) and Part C of Schedule II of the SEBI (LODR Regulations)

The primary role of Audit Committee, inter alia, 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 30.09.2015. During the financial year ended 31st March, 2016 four Audit Committee Meetings were held on 22nd May, 2015, 14th August, 2015, 7th November, 2015 and 11th February, 2016.

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 Satendrakumar C. Bhatnagar	Chairman, Independent Director	2
Shri Ishwarchand G. Shah	Member, Independent Director	4
Shri Yadavrao C. Pawar	Member, Independent Director	4
Shri Padamshi L. Soni	Member, Promoter Directors	4
***Ms. Hiral Vora	Chairperson, Independent Director	2
****Shri Vishal P. Soni	Member, Whole Time Director	2

\*\* Shri. Satendrakumar C Bhatnagar resigned from the Committee w.e.f 30/09/2015

\*\*\* Ms. Hiral Vora was appointed as the Chairperson in the Committee w.e.f. 13/10/2015

\*\*\*\* Shri. Vishal Soni resigned as the member in the Committee w.e.f. 13/10/2015

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee's Constitution and terms of reference are in compliance with the provision of Section 188 of Companies, 2013 and Regulation 19 and Part D of the Schedule II of the SEBI (LODR Regulations).

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 Committee met twice in the year 2015-2016 on 22nd May, 2015 and 14th August, 2015.

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 Satendrakumar C. Bhatnagar	Member, Independent Director	2
Shri Yadavrao C. Pawar	Member, Independent Director	2

\*\* Shri Satendrakumar C. Bhatnagar resigned from the Office w.e.f. 30th September, 2015.

The remuneration package/sitting fee given to the directors during the year 2015-2016 is as follows:

##### a. Non-Executive Director

Name	Commission	Sitting Fees
Shri Yadavrao C. Pawar	Nil	Rs. 20,000/- per person per meeting plus expenses not more than Rs. 5000/-
Shri Ishwarchand G. Shah	Nil	
Ms. Hiral R. Vora	Nil	

##### b. Executive Director

Name of Director and period of Appointment	Salary (in Rs.)	Benefits, Perquisites & Allowances (in Rs.)	Commission (in Rs.)	ESPS
Shri Padamshi L. Soni	-	-	-	-
Shri Manish P. Soni	18,50,000	-	-	-
Shri Vishal P. Soni	18,50,000	-	-	-

All the Executive Directors are associated with the Company since inception.

The Executive Directors on the Board serve in accordance with the terms of their contracts of service with the Company.

Details of equity shares of the Company held by the Directors as on March 31, 2016 are given below:

Name	Number of Equity Shares
Shri Padamshi L. Soni	97,51,925
Shri Manish P. Soni	2,00,000
Shri Vishal P. Soni	2,00,000
Shri Yadavrao C. Pawar	Nil
*Shri Satendrakumar C. Bhatnagar	Nil
Shri Ishwarchand G. Shah	Nil



Name	Number of Equity Shares
Ms. Hiral R. Vora	Nil

\*Shri Satendrakumar C. Bhatnagar resigned from the Company on 30.09.2015.

#### 5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee's Constitution and terms of reference are in Compliance with provisions of the Companies Act, 2013 and Regulation 20 and Part D of Schedule VI of the SEBI (LODR Regulation)

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/dematization, 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, 2016, four Stakeholders Relationship Committee Meetings were held on 22nd May, 2015, 14th August, 2015, 7th November, 2015, 11th February, 2016.

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

Name of the Members	Composition and Category	Total Meetings Attended
Shri Yadavrao C. Pawar	Chairman, Independent Director	4
Shri Manish Soni	Member, Whole Time Director	4
Shri Ishwarchand G. Shah	Member, Independent Director	4
**Shri Vishal Soni	Member, Whole Time Director	2

\*\* Shri Vishal Soni was appointed as the Member w.e.f.13/10/2015

The Company has attended the investor's grievances / correspondence promptly. There were no investors' complaints pending for a period exceeding 30 days as on March 31, 2016. There were Nil outstanding requests for transfer & Nil pending requests for dematerialization of shares as on March 31, 2016.

One court case, by an unregistered person claiming to be shareholder of the Company is pending.

Name and designation of Compliance Officer

Mr. Pranay D. Vaidya

Company Secretary and Compliance officer

Email:compliance\_officer@ppdcl.com

Ph.No.:26242144, Fax:26235076

#### 6. Corporate Social Responsibility (CSR) Committee

Detailed information report on Corporate Social Responsibility Policy developed and implemented by the Company on CSR initiatives taken during the year pursuant to Section 135 and read with Schedule VII of the Companies Act, 2013 is annexed in the Annual Report on CSR activities.

During the financial year ended March 31, 2016, One Corporate Social Responsibility (CSR) Committee Meetings was held on 22nd May, 2015.

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

Name of the Members	Composition and Category	Total Meetings Attended
Shri Ishwarchand G Shah	Chairman	1
Shri Padamshi L Soni	Member, Promoter Director	1
Shri Manish P Soni	Member, Whole Time Director	1
Shri Vishal P Soni	Member, Whole Time Director	1

#### 7. Other Committees

##### Risk Management Committee

The Risk Management Committee's constitution and terms of reference are in compliance with the Provisions of the Companies Act, 2013 and Regulation 21 of SEBI (LODR Regulations, 2015). The committee lays down procedures to inform Board members about the risk assessment and minimization procedures and the Board has formulated a risk management policy for Company.

During the financial year ended March 31, 2016, one Risk Management Committee Meeting was held on 7th November, 2015.

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

Name of the Members	Composition and Category	Total Meetings Attended
Shri Padamshi L Soni	Chairman	1
Shri Manish P Soni	Member, Whole Time Director	1
Shri Vishal P Soni	Member, Whole Time Director	1

**INDEPENDENT DIRECTOR COMMITTEE**

During the financial year ended March 31, 2016, one Independent Directors Committee meeting was held on 7th November, 2015. The names of the Committee Members and meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Shri Yadavrao Pawar	Independent Director	1
Shri Ishwarchand Shah	Independent Director	1
Ms. Hiral Vora	Independent Director	1

**8. SUBSIDIARY COMPANY**

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

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

In compliance with the clause 49(III)(ii) of Listing Agreement, Regulation 24(4) under SEBI(LODR Regulation) i.e. Material Subsidiary, the Audit Committee of Prime Property Development Corporation Ltd. reviews the financial statements, and in particular, the investment, if any, 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 31.03.2016.

**9. GENERAL BODY MEETINGS**

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

AGM	Financial Year	Date	Time	Venue	Special Resolution passed
23rd AGM	2014-15	30th September, 2015	11.30 A.M.	101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049.	1.To Appoint Shri Ishwarchand G. Shah (DIN: 02512385) as an Independent Director 2.To Appoint Shri Yadavrao C. Pawar (DIN: 00068736) as an Independent Director 3. To amend Articles of Association of the Company so as to bring it in conformity with the Companies Act, 2013 4. To pay commission to Shri P.L. Soni, Chairman
22nd AGM	2013-14	26th September, 2014	11.30 A.M.	101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049.	NIL
21st AGM	2012-13	30th September, 2013	11.30 A.M.	101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049.	To pay a Commission to Mr. P.L Soni

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

No extraordinary general meeting was held during the year 2015-2016.

No Postal ballot was conducted during the year 2015-2016.

**10. 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 Rs. 10,69,17,495/- was given by the Company to Sea-King Club Pvt. Ltd. as on 31.03.2016 as against Rs.10,58,29,416/- in the previous year.

At present, no loans are outstanding from any bank in the name of Sea King Club Private Limited.

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.

The Company has laid down procedures to inform Board Members about the Risk assessment and minimization procedures, which are periodically reviewed.

The Whistle Blower Policy is put in place to report concerns about unethical behavior. As required, the chairman of the Audit Committee is accessible if employees and Directors encounter any unethical behavior. The said policy has been also put up on the website of the Company at the following link [www.ppdcl.com](http://www.ppdcl.com).

**11. 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, and Regulation 26 under SEBI(LODR Regulations) all personnel have affirmed to it.

**12. 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 Free Press Journal (English Newspaper) and Navshakti (Marathi Newspaper).



Management Discussion & Analysis Report for the year ended March 31, 2016 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)

### 13. UNCLAIMED DIVIDEND ACCOUNT:

Pursuant to the relevant provisions of the Companies Act, 2013 amounts that are unpaid/ unclaimed for a period of seven years are transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members can check the details of unpaid/ unclaimed dividend at the website of the Company [www.ppdcl.com](http://www.ppdcl.com). Also the said information is available with the ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).

### 14. 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.

### 15. PUBLICATION OF QUARTERLY / HALF YEARLY / ANNUAL RESULT

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, at least in one English newspaper circulating in the whole or substantially the whole of India and in one Vernacular newspaper of the State of Maharashtra where the Registered Office of the Company is situated.

The quarterly financial results during the financial year 2015-16 were published in The Free Press Journal (English) and Navshakti(Marathi) as detailed below:

#### Financial Calendar:

Quarter (F. Y. 2015-16)	Date of Board Meeting	Date of publication
1. 30th June, 2015	14th August, 2015	15th August, 2015
2. 30th September, 2015	7th November, 2015	8th November, 2015
3. 31st December, 2015	11th February, 2016	12th February, 2016
4. 31st March, 2016	28th May, 2016	29th May, 2016

### 16. FILING WITH BSE "LISTING CENTRE"

Pursuant to Regulation 10 (1) of the SEBI (LODR Regulations), BSE has mandated the Listing Centre as the "Electronic Platform" for filing all mandatory filings and any other information to be filed with the Stock Exchanges by Listed Entities. All the data relating to financial results, shareholding pattern, Corporate Governance Report, various submissions/ disclosure documents etc., have been electronically filed with the Exchange on the "Listing Centre" (<http://listing.bseindia.com>)

### 17 ANNUAL REPORTS:

Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report alongwith relevant annexures, Auditor's Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report.

### 18. E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, members have been provided the facility to exercise their right to vote at General Meetings by electronic means, through e-Voting Services provided by CDSL.

### 19. 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, 2016, 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.

### 20. GENERAL SHAREHOLDER INFORMATION

Day, Date and Time: Friday, 30th September, 2016 at 11.30 A.M.

Venue: Prime Property Development Corporation Limited

101, Soni House, Plot No.34, Gulmohar Road No.1,

JVPD Scheme, Vile Parle (West),

Mumbai- 400049.

#### Financial Calendar:

Results for quarter ending June,2016	On August 12,2016
Results for quarter ending Sept.,2016	By November 14,2016
Results for quarter ending Dec.,2016	By February 14,2017
Results for Year ended March, 2017	By May 30,2017

- c) Date of Book Closure** : 24th September, 2016 to 30th September, 2016 (both days inclusive)  
**d) Listing on Stock Exchange** : Shares of the Company are listed on BSE Limited,  
**e) Stock Codes (for shares)** : 530695  
**Symbol (for shares)** : PRIMEPROP  
**Demat ISIN Number in NSDL & CDSL** : INE233C01023

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

Month	Prime Property Development Corporation Ltd.		Sensex	
	High	Low	High	Low
Apr 15	26.7	19.85	29094.61	26897.54
May 15	24.5	19	28071.16	26423.99
Jun 15	21.95	15.6	27968.75	26307.07
Jul 15	21.5	18.05	28578.33	27416.39
Aug 15	25	16.2	28417.59	25298.42
Sep 15	20.9	16.5	26471.82	24833.54
Oct 15	21.8	18	27618.14	26168.71
Nov 15	27.4	18.2	26824.3	25451.42
Dec 15	28.6	23.15	26256.3	25451.42
Jan 16	29.75	20.7	26197.27	23839.76
Feb 16	28.9	15.7	25002.32	22494.61
Mar 16	23.65	17.5	25479.62	23133.18

**g) 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

**h) 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.

**i) Distribution of Shareholding as on March 31, 2016:**

No. of Equity Shares Held	Shareholders		No. of Shares	
	No	% of Total	No. of shares held	% of Total
UPTO 500	2411	75.23	386181	2.28
501-1000	350	10.92	291113	1.72
1001-2000	202	6.3	316425	1.86
2001-3000	65	2.02	164338	0.97
3001-4000	47	1.47	171110	1.01
4001-5000	29	0.91	138525	0.82
5001-10000	49	1.53	353138	2.08
10000- And Above	51	1.59	15150250	89.27
<b>Total</b>	<b>3204</b>	<b>100</b>	<b>16971080</b>	<b>100</b>

**j) Share Holding Pattern as on March 31, 2016:**

	Category	No. of shares	% of Shareholding
a.	Promoter's holding	12129347	71.47
b.	FII's	0	0.00
c.	Corporate Bodies	1032262	6.08
d.	Public (In India)	3719111	21.93
e.	NRI's / OCB's	63996	0.37
f.	Clearing Member	25689	0.15
g.	Any Other (Trust)	675	0.00
GRAND TOTAL		16971080	100


**k. Top 10 Shareholders as on March, 2016**

Sr no	Name of the Shareholder	Shares	% of holding
1	Manorama Tilakchand	449025	2.6458
2	Zircon Traders Limited	308158	1.8158
3	Precise Consulting & Engineering Pvt Ltd	278440	1.6407
4	Dipti D Kothari	200000	1.1785
5	Parth Pradip Shah	149500	0.8809
6	Shabbir M Somji	119000	0.7012
7	Midas Jewels Private Limited	115000	0.6776
8	Dilshad S Somji	102000	0.6010
9	Kanchan Khanna	100000	0.5892
10	Shalibhadra Properties Private Limited	97384	0.5738

**CORPORATE BENEFITS TO SHAREHOLDER**
**A) Dividend declared for last Eight Years**

Financial Year	Dividend declared date	Dividend Rate(%)
14-15	30th September, 2015	20% of the paid up Share Capital
13-14	NA	NIL
12-13	30th September, 2013	20% of the paid up Share Capital
11-12	29th September, 2012	10% of the paid up Share Capital
10-11	30th September, 2011	10% of the paid up Share Capital
09-10	30th September, 2010	15% of the paid up Share Capital
08-09	30th September, 2009	30% of the paid up Share Capital
07-08	30th September, 2008	30% of the paid up Share Capital

**k. Dematerialization of shares:**

98.54% of the Company's paid up equity share capital has been dematerialized up to March 31, 2016. 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, 2016 are as under:

Depository	No. Of Shares	% Of Capital
CDSL	1404773	8.28
NSDL	15318863	90.26
Physical	247444	1.46
Total	16971080	100

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 15 days. Shares of the Company are traded on BSE.

**21. ADOPTION OF DISCRETIONARY REQUIREMENTS**

The status of adoption of discretionary requirements of Regulation 27(1) as specified under Part E of Schedule II of the SEBI (LODR Regulations) is provided below:

- i. Non-Executive Chairperson's entitlement to maintain Chairman's Office and reimbursement of expenses incurred: Not applicable as the Company does not have a Non-Executive Chairperson.
- ii. Shareholders' Rights: As the quarterly and half yearly financial performance including summary of significant events are published in the newspapers, communicated to the stock exchanges and also posted on the Company's website, the half yearly declaration of financial performance including summary of the significant events in the last six months, are not being sent separately to each household of Shareholders.
- iii. Modified Opinion in Auditors Report: The Company's financial statement for the financial year 2015-16 does not contain any modified audit opinion.
- iv. Separate posts of Chairman and Managing Director or CEO: The Chairman's Office is not separate from that of the Managing Director.
- v. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

**22. 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

**23. 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 Mr. Pranay D. Vaidya, 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/-  
Padamshi Soni  
Chairman  
DIN: 0006463

Place: Mumbai  
Date: 12/08/2016

**CEO/CFO CERTIFICATE**

In terms of the requirement of Clause 49 of the Listing Agreement, and Regulation 17(8) of SEBI (LODR) Regulation, 2015 the certificates from CEO/CFO have been obtained.

**For and on behalf of Prime Property Development Corporation Limited**

**Place: Mumbai**  
**Date: 28/05/2016**

**Alok A Chowdhury**  
**C.E.O**

**DECLARATION OF CODE OF CONDUCT**

As per clause 49(I)(D) of Listing Agreement and Regulation 26(3) of the SEBI (LODR) Regulation 2015, the Board Members and Senior Management personnel have affirmed compliance with the code for the year ended 31st March, 2016.

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

**Place: Mumbai**  
**Date: 28/05/2016**

**Padamshi L. Soni (DIN: 0006463)**  
**Chairman**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of,

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED.**

1. We have examined the compliance of conditions of Corporate Governance by PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED ("the Company"), for the year ended on March 31, 2016, as stipulated in:
  - Clause 49 (excluding Clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 1, 2015 to November 30, 2015.
  - Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 1, 2015 to September 1, 2015.
  - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 2, 2015 to March 31, 2016 and
  - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 1, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and 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 Listing Agreement and regulation 17 to 27 and Clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We 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)**

**Place : Mumbai**  
**Date : 12/08/2016**

**BHAKTI M. VORA**  
**PARTNER**  
**(Membership No. 148837)**



## **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 31 March 2016, the Statement of Profit and Loss, 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 Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, 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 on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the 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, 2016;
- b) in the case of the Statement of Profit and Loss, of the PROFIT for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Emphasis of Matter**

We would also like to draw your attention to following notes:

Note 23-(i) where the Company has self-estimated and provided MVAT liability of Rs. 5,00,00,000/- during the previous year pertaining to earlier years for FY 2006 to FY 2011. The tax assessment is pending by the authorities, any shortfall or excess tax liability determined on completion of assessment by the competent authority will be booked in the year of receipt of assessment order. This matter has been observed since past 2 years.

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, 2016 ("The Order") issued by the Government of India in terms of sub section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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, the 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanation given to us:
    - i. The Company does not have any pending litigations which shall impact its financial positions.
    - ii. The Company does not have any long terms contracts for which provisions are required to be made.
    - iii. There has been no delay in transferring amounts required to be transferred to the investor education and protection fund by the Company

For VORA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 111612W)  
BHAKTI M. VORA  
PARTNER  
(Membership No. 148837)

**DATED: 28/05/2016**  
**PLACE: MUMBAI**





**ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

**Independent Auditors Report on Internal Financial Control over Financial Reporting  
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:-

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

BHAKTI M. VORA  
PARTNER  
(Membership No. 148837)

**DATED: 28/05/2016  
PLACE: MUMBAI**



## **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 2016)**

- (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, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on physical verification.
  - c. The title deeds of immovable properties are held in the name of the Company.
- (ii) In respect of inventories
- In our opinion and according to the information and explanation given to us, we are informed that inventories have been physically verified by the management at reasonable intervals and No material discrepancies have been notified between the physical stock and book records
- (iii) In respect of loans granted, secured or unsecured, by the Company to firms or other parties covered in the register maintained u/s 189 of the Companies Act, 2013; The Company has not granted any secured / unsecured loan to any of the parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, sub clauses (a), (b) and (c) are not applicable.
- (iv) In respect of loans, investments, guarantees and securities, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied, as applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of Section 73 to Section 76 of the Companies Act 2013.
- (vi) 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 148 (1) of the Companies Act, 2013, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained being real estate construction business.
- (vii) In respect to statutory dues
- (a) According to the records of the Company, the undisputed statutory dues under Income 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, 2016 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there were no dues of Income Tax, Service Tax and other Statutory Dues as applicable to it, which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any outstanding dues to any bank or financial institution during the year under review.
- (ix) In our opinion and according to the information and explanations given to us the Company, the Company has not raised any funds by way of Initial Public Offer or obtained term loans during the year.
- (x) 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.
- (xi) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of "the Order" are not applicable to the Company.
- (xiii) According to the information and explanations given to us, the transactions with related parties are in compliance with section 177 and section 188, as applicable, during the year under review.
- (xiv) The Company has not made any preferential allotment of shares or Debentures during the year. Therefore, the provisions of clause 3 (xiv) of "the Order" are not applicable to the Company.
- (xv) According to the information and explanations given to us, there are no non cash transactions with Directors or any persons connected with them during the year under review.
- (xvi) According to the information and explanations given to us, the company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934

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

BHAKTI M. VORA  
PARTNER  
(Membership No. 148837)

**DATED: 28/05/2016**  
**PLACE: MUMBAI**

**STANDALONE BALANCE SHEET AS AT 31ST MARCH 2016**

(Figures in ₹)

Particulars	Note	As at 31st March 2016	As at 31st March 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share Capital	2	84,855,400	84,855,400
Reserves and Surplus	3	605,130,076	619,641,905
<b>Non-Current Liabilities</b>			
Long-term Borrowings		-	-
Deferred tax liabilities (Net)	4	-	1,900,149
Other Long term liabilities	5	48,755,849	48,431,853
<b>Current Liabilities</b>			
Trade payables	6	1,613,638	1,047,461
Other Current Liabilities	7	55,970,344	59,941,385
Short-term provisions	8	25,250,259	30,187,420
<b>TOTAL</b>		<b>821,575,566</b>	<b>846,005,573</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	9	20,421,033	19,924,391
Non-Current Investments	10	307,505,490	307,505,490
Deferred tax assets (net)	4	14,612,251	
Long-term loans and advances	11	138,786,535	141,038,423
<b>Current Assets</b>			
Inventories	12	125,789,084	120,673,600
Trade Receivables		-	-
Cash and Cash equivalents	13	3,189,951	38,173,446
Short-term loans and advances	14	211,160,705	218,618,948
Other Current Assets	15	110,516	71,275
<b>TOTAL</b>		<b>821,575,566</b>	<b>846,005,573</b>

Notes are integral part of the Financial Statements

Significant Accounting Policies

1

Other Additional Disclosures

23

As per our attached reports of even date

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

BHAKTI M. VORA  
 PARTNER  
 (Membership No. 148837)

**PLACE: MUMBAI**  
**DATED: 28/05/2016**

For and on behalf of the Board of Directors

PADAMSHI L. SONI  
 (DIN No: 00006463)  
 HIRAL R. VORA  
 (DIN No: 07134962)  
 MANISH P. SONI  
 (DIN No: 00006485)  
 VISHAL P. SONI  
 (DIN No: 00006497)  
 PRANAY D. VAIDYA

CHAIRMAN  
 INDEPENDENT DIRECTOR  
 WHOLETIME DIRECTOR  
 WHOLETIME DIRECTOR  
 COMPANY SECRETARY

**PLACE: MUMBAI**  
**DATED: 28/05/2016**



## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2016

(Figures in ₹)

Particulars	Note	As at 31st March 2016	As at 31st March 2015
Revenue from Operations	16	-	251,700,000
Other Income	17	34,480,728	33,261,254
<b>Total Revenue</b>		<b>34,480,728</b>	<b>284,961,254</b>
Expenses:			
Cost of materials consumed	18	5,115,485	14,059,803
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	(5,115,485)	93,820,791
Employee benefits expense	20	10,229,035	15,453,789
Finance costs	21	2,083	-
Depreciation and amortization expense	9	1,383,691	1,515,968
Other expenses	22	9,920,921	80,162,806
<b>Total Expenses</b>		<b>21,535,730</b>	<b>205,013,157</b>
<b>Profit / (Loss) Before Tax</b>		<b>12,944,998</b>	<b>79,948,097</b>
Tax Expense:			
(1) Current tax		4,744,212	38,745,115
(2) Short / Excess for earlier years		18,779,161	354,725
(3) Deferred tax		(16,512,400)	(183,597)
<b>Profit for the year</b>		<b>5,934,025</b>	<b>41,031,854</b>
Earnings per Equity Share (Basic & Diluted)			
Face value of ₹ 5/- each		0.35	2.30

Notes are integral part of the Financial Statements

Significant Accounting Policies  
Other Additional Disclosures1  
23

As per our attached reports of even date

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

BHAKTI M. VORA  
 PARTNER  
 (Membership No. 148837)

For and on behalf of the Board of Directors

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 WHOLETIME DIRECTOR  
 COMPANY SECRETARY

PLACE: MUMBAI  
 DATED: 28/05/2016

PLACE: MUMBAI  
 DATED: 28/05/2016

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016**

( Figures in ₹ )

PARTICULARS	2015 - 2016	2014 - 2015
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extraordinary items	12,944,998	79,948,097
<b>Adjustment for:</b>		
Depreciation	1,383,691	1,515,968
Interest Income	(34,477,216)	(33,261,254)
Provision for Gratuity	323,996	836,118
Gratuity Paid	-	(546,153)
	(32,769,529)	(31,455,321)
	(19,824,531)	48,492,776
Less: Income taxes paid	26,013,064	33,269,728
<b>Operating Profit Before Working Capital Changes</b>	(45,837,595)	15,223,048
(Increase) / Decrease in Inventories	(5,115,484)	93,820,791
(Increase)/ Decrease in Loans and Advances & Current Assets	7,223,420	(95,333,407)
Increase/ (Decrease) in Trade Payables & Current Liabilities	(3,906,738)	47,349,064
	(1,798,803)	45,836,448
Cash generated from / (Used in) operations (A)	(47,636,398)	61,059,496
<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of Fixed Assets	(1,880,333)	(58,580)
Interest Income	34,477,216	33,261,254
Net cash used in Investing activities (B)	32,596,883	33,202,674
<b>CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Unsecured Loans taken / (repaid)	501,874	-
Buy Back of Shares	-	(59,063,940)
Dividend Paid	(16,971,080)	-
Tax Paid on above dividend	(3,474,773)	-
Net cash generated from Financial Activities (C)	(19,943,979)	(59,063,940)
<b>NET CHANGES IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>(34,983,494)</b>	<b>35,198,230</b>
Cash and Cash Equivalent (Opening Balance)	38,173,446	2,975,216
Cash and Cash Equivalent (Closing Balance)	3,189,951	38,173,446

## 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.

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

BHAKTI M. VORA  
 PARTNER  
 (Membership No. 148837)

For and on behalf of the Board of Directors

PADAMSHI L. SONI  
 (DIN No: 00006463)  
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 PRANAY D. VAIDYA

CHAIRMAN  
 INDEPENDENT DIRECTOR  
 WHOLETIME DIRECTOR  
 WHOLETIME DIRECTOR  
 COMPANY SECRETARY

**PLACE: MUMBAI**  
**DATED: 28/05/2016**

**PLACE: MUMBAI**  
**DATED: 28/05/2016**



### NOTES FORMING PART OF ACCOUNTS

#### Note 2 Share Capital

Particular	As at 31st March 2016	As at 31st March 2015
	₹	₹
<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>		
1,69,71,080 Equity Shares of Rs.5/- each (P.Y. 1,69,71,080 Equity Shares of ₹ 5/- each)	84,855,400	84,855,400
<b>Total</b>	<b>84,855,400</b>	<b>84,855,400</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 2016		As at 31st March 2015	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	16,971,080	84,855,400	20,000,000	100,000,000
Add: Shares Issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	3,028,920	15,144,600
Shares outstanding at the end of the year	16,971,080	84,855,400	16,971,080	84,855,400

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

Name of Shareholder	As at 31st March 2016		As at 31st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Padamshi L. Soni	9,751,925	57.46%	9,751,925	57.46%
Smt. Prabhavati P. Soni	1,777,422	10.47%	1,777,422	10.47%

#### 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. The dividend proposed by the Board of Director is subject to the approval of the Shareholders in the ensuing Annual General Meeting. 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.



## NOTES FORMING PART OF ACCOUNTS

## Note 3 Reserves and Surplus

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
<b>a) General Reserves</b>		
As per last balance sheet	25,086,060	84,150,000
(-) Adjustments on Account of Buyback of Shares	-	43,919,340
(-) Transfer to CRR (On account of BuyBack of Shares)	-	15,144,600
	25,086,060	25,086,060
<b>b) Capital Redemption Reserve</b>		
As per last balance sheet	15,144,600	-
(+/-) Transfer during the year on account of (BuyBack of shares)	-	15,144,600
	15,144,600	15,144,600
<b>c) Surplus in statement of profit and loss</b>		
As per Last Balance Sheet	579,411,245	559,510,761
(-) Opening Adjustment in Depreciation	-	685,517
(+) Net Profit For the current year	5,934,025	41,031,854
(-) Provision for Dividend	16,971,080	16,971,080
(-) Provision for Dividend Tax	3,474,773	3,474,773
Closing Balance	564,899,416	579,411,245
Total	<b>605,130,076</b>	<b>619,641,905</b>

## 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 Rs. 1,65,12,400/- 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 2016	As at 31st March 2015
	₹	₹
<b>Deferred Tax Liability</b>		
Depreciation	(3,159,433)	(3,152,140)
	(3,159,433)	(3,152,140)
<b>Deferred Tax Assets</b>		
Carried Forward Short Term Loss	-	85,504
Provision expenses not paid	16,530,000	-
Gratuity Payable	1,241,684	1,166,487
	17,771,684	1,251,991
Deferred Tax Liability / Assets (Net)	<b>14,612,251</b>	<b>(1,900,149)</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 5 Other Long Term Liabilities

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(a) Others	45,000,000	45,000,000
(b) Provision for Gratuity	3,755,849	3,431,853
<b>Total</b>	<b>48,755,849</b>	<b>48,431,853</b>

## Note 6 Trade Payables

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Others #	1,613,638	1,047,461
<b>Total</b>	<b>1,613,638</b>	<b>1,047,461</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 2016	As at 31st March 2015
	₹	₹
Unsecured Loan from Related Parties	501,874	-
UnPaid Dividend	1,893,452	1,882,149
Advance Interest Received	2,600,000	3,166,667
<b>Other Payable</b>		
Payable towards TDS under Income Tax	259,230	870,994
Payable towards Profession Tax	1,800	1,575
Payable to Employees	639,247	-
Outstanding Expenses	60,241	15,000
Provision for MVAT	50,000,000	50,000,000
Commission to Chairman (Net)	-	4,005,000
Service Tax Payable	14,500	-
	55,970,344	59,941,385
<b>Total</b>	<b>55,970,344</b>	<b>59,941,385</b>

## Note 8 Short Term Provision

Particular	As at 31st March 2016	As at 31st March 2015
	₹	₹
<b>Others</b>		
Provision for Taxation (Net)	4,804,406	9,741,567
Proposed Dividend	16,971,080	16,971,080
Provision for Dividend Tax	3,474,773	3,474,773
<b>Total</b>	<b>25,250,259</b>	<b>30,187,420</b>





**Note : 9 Fixed Assets**

Fixed Assets	Gross Block (at Cost)			Depreciation				Net Block (W. D. V)		
	As at 01.04.2015	Additions during the year	(Deductions/ Adjustments)	As at 31.03.2016	As at 01.04.2015	Charge for the year	Adjustment due to re- valuations	(Deductions/ Adjustments)	As at 31.03.2016	As at 31.03.2015
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>Tangible Assets</b>										
Buildings	22,204,369	-	-	22,204,369	6,569,007	276,616			15,358,746	15,635,362
Furniture and Fixtures	5,205,562	1,848,833	-	7,054,395	4,330,879	355,406			2,368,110	874,683
Vehicles #	23,889,543	-	-	23,889,543	20,678,050	728,243			2,483,250	3,211,493
Office equipment	2,013,866	31,500	-	2,045,366	1,886,380	12,295			146,691	127,486
Computers	1,760,827	-	-	1,760,827	1,685,460	11,131			64,236	75,367
<b>Total for Current Year</b>	<b>55,074,167</b>	<b>1,880,333</b>	<b>-</b>	<b>56,954,500</b>	<b>35,149,776</b>	<b>1,383,691</b>	<b>-</b>	<b>-</b>	<b>20,421,033</b>	<b>19,924,391</b>
<b>Total for Previous Year</b>	<b>55,015,587</b>	<b>58,580</b>	<b>-</b>	<b>55,074,167</b>	<b>32,948,291</b>	<b>1,515,968</b>	<b>-</b>	<b>(685,517)</b>	<b>19,924,391</b>	<b>22,067,296</b>

Note

The Company is following the method of charging depreciation as per Schedule II of the Companies Act, 2013

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



## NOTES FORMING PART OF ACCOUNTS

## Note 10: Non Current Investment

Sr. No.	Particulars	No. of Shares / Units		Amount (₹)	
		31.03.2016	31.03.2015	31.03.2016	31.03.2015
(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	10,821	10,821	6,040,899	6,040,899
				6,505,490	6,505,490
	Market value on Quoted Shares			1,128,225	1,098,314
	<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>307,505,490</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 2016	As at 31st March 2015
	₹	₹
<b>Unsecured, considered good</b>		
a. Security Deposits	269,040	209,007
b. Loans and advances to related parties **	106,917,495	105,829,416
c. Other loans and advances	31,600,000	35,000,000
<b>Total</b>	<b>138,786,535</b>	<b>141,038,423</b>

\*\*During the year Company has given loan to its Wholly Owned Subsidiary Company, M/s Sea-King Club Private Limited, maximum balance outstanding during the year is ₹ 10,69,17,495/-

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

(As Certified by the Management)

Particular	As at 31st March 2016	As at 31st March 2015
	₹	₹
Work in Progress (at Cost)	125,789,084	120,673,600
<b>Total</b>	<b>125,789,084</b>	<b>120,673,600</b>

## Note 13: Cash and Cash Equivalents

Particular	As at 31st March 2016	As at 31st March 2015
	₹	₹
a. Balances with banks		
Current Account	385,648	4,314,970
Unpaid Dividend Account	1,893,452	1,882,149
FD with Bank	-	30,000,000
b. Cash on hand	910,851	1,976,327
	<b>3,189,951</b>	<b>38,173,446</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 14: Short Term Loans and Advances

Particular	As at 31st March 2016	As at 31st March 2015
	₹	₹
<b>Unsecured, considered good</b>		
Loans and advances to related parties	981,455	802,728
Loans and advances to Others	210,168,750	215,168,750
Staff Advances	10,500	200,000
MAT Credit Entitlement	-	2,447,470
<b>Total</b>	<b>211,160,705</b>	<b>218,618,948</b>

## Note 15: Other Current Asset

Particular	As at 31st March 2016	As at 31st March 2015
	₹	₹
Other Recoverables	1,200	1,200
Prepaid Expenses	109,316	70,075
<b>Total</b>	<b>110,516</b>	<b>71,275</b>

## Note 16: Revenue from Operations

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Income from Sale	-	251,700,000
<b>Total</b>	<b>-</b>	<b>251,700,000</b>

## Note 17: Other Income

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Interest Income	34,477,216	33,261,254
Other non-operating income	1,012	-
Sundry Balance Written back	2,500	-
<b>Total</b>	<b>34,480,728</b>	<b>33,261,254</b>

## Note 18: Cost of Material Consumed

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Cost of material consumed	5,115,485	2,420,027
Stampduty Expenses	-	11,639,776
<b>Total</b>	<b>5,115,485</b>	<b>14,059,803</b>

## Note 19: Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
<b>Inventories at the end of the year:</b>		
Work-in-progress	125,789,085	120,673,600
<b>Inventories at the beginning of the year:</b>		
Work-in-progress	120,673,600	214,494,391
<b>Total</b>	<b>(5,115,485)</b>	<b>93,820,791</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 20: Employees Benefit Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(a) Salaries and incentives		
Directors Salary & Incentives	3,700,000	4,375,000
Salary to staff	5,762,754	5,520,596
Proposed Commission to Chairman	-	4,450,000
(b) Staff welfare expenses	442,285	272,075
(c) Gratuity		
for prior period		
for current Year	323,996	836,118
<b>Total</b>	<b>10,229,035</b>	<b>15,453,789</b>

## Note 21: Finance Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Interest expense	2,083	-
<b>Total</b>	<b>2,083</b>	<b>-</b>

## Note 22: Other Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Power and Fuel	806,061	832,798
Repairs and maintenance - Others	816,360	918,811
Rates and taxes	2,500	2,500
Communication	192,372	405,782
Travelling and Conveyance	505,457	915,492
Printing and stationery	141,861	217,072
Donation and contributions	81,602	1,272,656
Donation - CSR	1,069,224	-
Legal and professional	1,852,609	4,214,214
Listing Fees	224,720	763,446
Payment to Auditors (Refer i)	1,446,188	1,039,330
Baddebts Written off	-	1,700,000
AGM Expenses	5,768	5,000
Motor Car Expenses	745,225	700,765
Membership & Subscription	35,264	15,154
Security, Watch & Ward Expenses	951,500	835,600
Cleaning Charges	94,314	52,000
Other Misc. expenses	27,709	46,190
Books and Periodicals	600	4,448
Directors sitting fees	280,000	280,000
Service Tax Paid	117,000	137,196
MVAT Paid	-	61,878,303
Business promotion	382,708	264,375
Advertisement & Publicity	131,970	313,905
Brokerage on Sale	-	3,318,750
Bank Charges	5,503	29,020
Interest on TDS	4,406	-
<b>Total</b>	<b>9,920,921</b>	<b>80,162,806</b>

## i) Payment to Auditors

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Statutory Audit fees	960,938	775,284
Certification & Other Services	142,500	95,506
Taxation Matters	342,750	168,540
<b>Total</b>	<b>1,446,188</b>	<b>1,039,330</b>



## Schedule "1"

### Significant Accounting Policies & Notes on Accounts

#### I. Significant Accounting Policies:

##### (a) Basis of Preparation of Financial Statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP) under the historical cost invention on an accrual basis in compliance with all material aspect of the Accounting Standard (AS) Notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle, and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as up to twelve months for the purpose of current/non-current classification of assets and liabilities.

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 on fixed assets is calculated using the rates arrived at based on the revised useful lives as stated in the Companies Act, 2013. The company has used the following useful life as per Schedule II of the Companies Act 2013 to provide depreciation on its fixed assets as follows:

Asset	Estimated Useful Life
• Building	60 Years
• Furniture & Fixtures	10 Years
• Vehicles	8 Year
• Office and Other Equipment	5 Years
• Computers	3 Years

As per the provisions of the Companies Act 2013 carrying amount less residual value of fixed assets whose useful life has ended is transferred to the opening balance of reserves and surplus. Fixed Assets, individually costing less than Rupees five thousand, are fully depreciated in the year of purchase.

Depreciation on the fixed assets added/ disposed off/ discarded during the year is provided on pro-rata basis with reference to the month of addition/ disposal/ discarding.

##### (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.

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: 23**

**Other additional disclosures**

**i. Contingent Liabilities:**

The company has self estimated and provided MVAT liability of Rs.5,00,00,000/- during the previous year pertaining to FY. 2006 to FY. 2011. The tax assessment is pending by authorities, any shortfall or excess tax liability determined on completion of assessment by the competent authority will be booked in the year of receipt of assessment order.

**ii. Capital Commitments:**

The Company does not have any capital commitments as on 31.03.2016

**iii. Remuneration to Employee:**

The Company has no employee in receipt of remuneration exceeding the limits prescribed under the Companies Act 2013.

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

The details of Foreign Exchange earnings / outgo are as below:

(In ₹)

	Particulars	2015 – 2016	2014 – 2015
a)	Expenditure in Foreign Exchange (Travelling)	350,219	807,752
b)	Earnings in Foreign Exchange	Nil	Nil

**v. 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 year ended 31st March, 2016 as required under AS 15 (Revised)

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

Particulars	₹
Opening Defined Benefit Obligation as on 01/04/2015	34,31,853
Service Cost for the Year	3,45,068
Interest Cost of the Year	2,64,253
Actuarial Losses / (Gains)	(2,85,325)
Benefits Paid during the year	-
Closing Defined Benefit Obligation as on 31/03/2016	37,55,849

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

Particulars	₹
Current Service Cost	3,45,068
Interest on Defined Benefit Obligation	2,64,253
Expected Return on plan assets	-
Net actuarial losses (gains) recognized in the year	(2,85,325)
Expenses recognized in profit and loss	3,23,996

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

Particulars	
Discount rate	7.70%
Annual Increase in Salary Cost	7.00%

**vi. 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).

**vii. 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	Chief Executive Officer
(v)	Shri. Kumar G. Vora	Chief Financial Officer
(vi)	Shri. Pranay Vaidya	Company Secretary

**(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
(ii)	M/s Sea-King Club Private Limited	Wholly-owned Subsidiary Company

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

Name of Related Party	Nature of Transaction	2015-2016	2014-2015
Prime Property Developers	Loans taken during the year	5,00,000	Nil
	Interest paid (Net)	1,874	Nil
	Maximum Outstanding	5,01,874	Nil
	Closing Balance	5,01,874	Nil
Sea King Club Private Limited	Loans given during the year	9,15,101	15,18,030
	Interest Receivable (Net)	2,25,074	52,096
	Maximum Outstanding	10,69,17,495	10,57,77,320
	Closing Balance	10,69,17,495	10,57,77,320
Remuneration to Directors			
Shri. Manish P. Soni		18,50,000	18,50,000
Shri. Vishal P. Soni		18,50,000	18,50,000
Shri. Alok A. Chowdhury		-	6,75,000
Proposed Commission to Chairman		NIL	44,50,000

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

**viii. Details of Managerial Remuneration:**

	2015 – 2016	2014 – 2015
Salaries to Executive Directors	37,00,000	43,75,000
Director's Sitting Fees	2,80,000	2,80,000
Commission to Chairman (Proposed)	NIL	44,50,000
Total	39,80,000	91,05,000

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

Particulars	2015 – 2016	2014 - 2015
Net Profit After Tax	59,34,025	4,10,31,854
Number of Equity Shares (Nominal Value of ₹ 5/-each)	1,69,71,080	1,69,71,080
Basic & Diluted Earnings Per Share	0.35	2.30

**x. 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 ₹ 1,65,12,400/- has been shown as income for the Current year. The component of deferred tax liability and assets is as under;

Particulars	Opening on 01/04/2015	Provision for the Year	Closing as on 31/03/2016
<b>I) Deferred Tax Liability</b>			
Depreciation	(31,52,140)	(7,293)	(31,59,433)
Total (I)	(31,52,140)	(7,293)	(31,59,433)
<b>II) Deferred Tax Assets</b>			
Carried Forward Short Term Loss	85,504	(85,504)	NIL
Provision Expenses not paid	NIL	1,65,30,000	1,65,30,000
Gratuity Payable	11,66,487	75,197	12,41,684
Total (II)	12,51,991	1,65,19,693	1,77,71,684
Net Total Deferred Tax	(19,00,149)	1,65,12,400	1,46,12,251

**xi. Miscellaneous**

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

Signatures to Schedules

As per our attached reports of even date

For and on behalf of the Board of Directors

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

BHAKTI M. VORA  
PARTNER  
(Membership No. 148837)

PADAMSHI L. SONI  
(DIN No: 00006463)  
HIRAL R. VORA  
(DIN No: 07134962)  
MANISH P. SONI  
(DIN No: 00006485)  
VISHAL P. SONI  
(DIN No: 00006497)  
PRANAY D. VAIDYA

CHAIRMAN  
INDEPENDENT DIRECTOR  
WHOLETIME DIRECTOR  
WHOLETIME DIRECTOR  
COMPANY SECRETARY

**PLACE: MUMBAI**  
**DATED: 28/05/2016**

**PLACE: MUMBAI**  
**DATED: 28/05/2016**





**STATEMENT PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3)  
OF SECTION 129 OF THE COMPANIES ACT 2013,  
READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014 IN  
PRESCRIBED FORM AOC-1 RELATING TO SUBSIDIARY COMPANY**

(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	31/03/2016
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 Rs.23,80,26,599/-)	233,867,301
7	Total Assets	341,417,836
8	Total Liabilities	341,417,836
9	Investments (at Costs)	-
10	Gross Revenue	Nil
11	Net Aggregate Profit / (Loss) for the Current Year (Before Taxes)	(1,170,126)
12	Provision for Taxation (Including Deferred Taxes)	268,951
13	Profit / (Loss) After Tax	(1,439,077)



## **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 2016, 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 2016;
- 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 ₹ 34,14,17,836/- as at March 31, 2016, total revenue of ₹ Nil and net cash flows amounting to ₹ (57,558/-) 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 Regn No. 111612W)

BHAKTI M. VORA  
PARTNER  
(Membership No. 148837)

**PLACE: MUMBAI**  
**DATED: 28/05/2016**

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2016**

( Figures in ₹ )

Particulars	Note	As at 31st March 2016	As at 31st March 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	84,855,400	84,855,400
Reserves and Surplus	3	561,950,180	577,901,085
<b>Non-Current Liabilities</b>			
Long-term borrowings		-	-
Deferred tax liabilities (Net)	4	-	1,900,149
Other Long term liabilities	5	48,755,849	48,431,853
<b>Current Liabilities</b>			
Trade payables	6	1,724,158	1,146,708
Other Current Liabilities	7	55,992,864	59,950,690
Short-term provisions	8	25,250,259	30,187,420
<b>TOTAL</b>		<b>778,528,710</b>	<b>804,373,304</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets	9		
Tangible Assets		258,447,633	257,950,991
Capital Work-in-Progress		102,590,339	102,590,339
Goodwill on Consolidation		23,452,803	23,452,803
Non-Current Investments	10	6,505,490	6,505,490
Deferred tax Assests (net)	4	14,612,251	-
Long-term Loans and Advances	11	31,955,843	35,564,761
<b>Current Assets</b>			
Inventories	12	125,789,084	120,673,600
Trade Receivables		-	-
Cash and Cash Equivalents	13	3,904,045	38,945,097
Short-term Loans and Advances	14	211,160,705	218,618,948
Other Current Assets	15	110,516	71,275
<b>TOTAL</b>		<b>778,528,710</b>	<b>804,373,304</b>

Notes are integral part of the Financial Statements

Significant Accounting Policies

1

Other Additional Disclosures

23

As per our attached reports of even date

For VORA &amp; ASSOCIATES

CHARTERED ACCOUNTANTS

(ICAI Firm Regn No. 111612W)

BHAKTI M. VORA

PARTNER

(Membership No. 148837)

For and on behalf of the Board of Directors

PADAMSHI L. SONI

(DIN No: 00006463)

HIRAL R. VORA

(DIN No: 07134962)

MANISH P. SONI

(DIN No: 00006485)

VISHAL P. SONI

(DIN No: 00006497)

PRANAY D. VAIDYA

CHAIRMAN

INDEPENDENT DIRECTOR

WHOLETIME DIRECTOR

WHOLETIME DIRECTOR

COMPANY SECRETARY

Place: Mumbai

Date: 28/05/2016

Place: Mumbai

Date: 28/05/2016



## **CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

(Figures in ₹)

Particulars	Refer Note No.	2015 - 2016	2014 - 2015
Revenue from operations	16	-	251,700,000
Other Income	17	34,480,728	33,261,254
<b>Total Revenue</b>		<b>34,480,728</b>	<b>284,961,254</b>
Expenses:			
Cost of materials consumed	18	5,115,485	109,137,084
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	19	(5,115,485)	(1,256,490)
Employee benefits expense	20	10,229,035	15,453,789
Finance costs	21	194,281	57,884
Depreciation and amortization expense	9	1,383,691	1,515,968
Other expenses	22	10,898,849	81,629,384
<b>Total Expenses</b>		<b>22,705,856</b>	<b>206,537,619</b>
Profit / (Loss) before exceptional and extraordinary items and tax		11,774,872	78,423,635
<u>Exceptional &amp; Extraordinary items</u>			
Loss on Impairment of Fixed Assets		-	27,535,927
Profit / (Loss) before tax		11,774,872	50,887,708
Tax Expense:			
(1) Current tax		4,744,212	38,745,115
(2) MAT Credit Entitlement		-	-
(3) Short / Excess for earlier years		19,048,112	354,725
(4) Deferred tax		(16,512,400)	(183,597)
<b>Profit / (Loss) for the period</b>		<b>4,494,948</b>	<b>11,971,465</b>
Earnings per Equity Share (Basic & Diluted)			
Face Value of ₹ 5/- each		0.26	0.70

Notes are integral part of the Financial Statements

Significant Accounting Policies

1

Other Additional Disclosures

23

As per our attached reports of even date

For and on behalf of the Board of Directors

For VORA &amp; ASSOCIATES

CHARTERED ACCOUNTANTS  
(ICAI Firm Regn No. 111612W)PADAMSHI L. SONI  
(DIN No: 00006463)  
HIRAL R. VORA  
(DIN No: 07134962)  
MANISH P. SONI  
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PRANAY D. VAIDYA

CHAIRMAN

INDEPENDENT DIRECTOR

WHOLETIME DIRECTOR

WHOLETIME DIRECTOR

COMPANY SECRETARY

BHAKTI M. VORA  
PARTNER

(Membership No. 148837)

**Place: Mumbai****Date: 28/05/2016****Place: Mumbai****Date: 28/05/2016**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

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>		11,774,872	50,887,708
<b>Adjustment for:</b>			
Depreciation		1,383,691	1,515,968
Interest Income		(34,477,216)	(33,261,254)
Provision for Gratuity		323,996	836,118
Gratuity Paid		-	(546,153)
Loss on Impairment of Fixed Assets		-	27,535,927
		<b>(32,769,529)</b>	<b>(3,919,394)</b>
		(20,994,657)	46,968,314
Less: Income taxes paid		26,013,064	33,269,728
<b>Operating Profit Before Working Capital Changes</b>		(47,007,721)	13,698,586
(Increase) / Decrease in Inventories		(5,115,484)	93,820,791
(Increase)/ Decrease in Loans and Advances & Current Assets		8,311,499	(93,763,281)
Increase/ (Decrease) in Trade Payables & Current Liabilities		(3,882,250)	47,387,970
		<b>(686,235)</b>	<b>47,445,480</b>
Cash generated from / (Used in) operations	<b>(A)</b>	<b>(47,693,956)</b>	<b>61,144,066</b>
<b>II NET CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchases of Fixed Assets		(1,880,333)	(63,965)
Interest Income		34,477,216	33,261,254
<b>Net cash used in Investing activities</b>	<b>(B)</b>	<b>32,596,883</b>	<b>33,197,289</b>
<b>III CASH FLOW FROM FINANCIAL ACTIVITIES</b>			
Unsecured Loans taken / (repaid)		501,874	
Secured Loans taken / (repaid)		-	(44,480)
Buy Back Of Shares		-	(59,063,940)
Dividend Paid		(16,971,080)	-
Tax Paid on above dividend		(3,474,773)	-
<b>Net cash generated from Financial Activities</b>	<b>(C)</b>	<b>(19,943,979)</b>	<b>(59,108,420)</b>
<b>NET CHANGES IN CASH AND CASH EQUIVALENT (A+B+C)</b>		<b>(35,041,052)</b>	<b>35,232,935</b>
<b>Cash and Cash Equivalent (Opening Balance)</b>		<b>38,945,097</b>	<b>3,712,162</b>
<b>Cash and Cash Equivalent (Closing Balance)</b>		<b>3,904,045</b>	<b>38,945,097</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.

As per our attached reports of even date

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

BHAKTI M. VORA  
PARTNER  
(Membership No. 148837)

**Place: Mumbai**  
**Date: 28/05/2016**

For and on behalf of the Board of Directors

PADAMSHI L. SONI  
(DIN No: 00006463)  
HIRAL R. VORA  
(DIN No: 07134962)  
MANISH P. SONI  
(DIN No: 00006485)  
VISHAL P. SONI  
(DIN No: 00006497)  
PRANAY D. VAIDYA

**Place: Mumbai**  
**Date: 28/05/2016**

CHAIRMAN  
INDEPENDENT DIRECTOR  
WHOLETIME DIRECTOR  
WHOLETIME DIRECTOR  
COMPANY SECRETARY



## NOTES FORMING PART OF ACCOUNTS

## Note 2 Share Capital

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
<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> 1,69,71,080 Equity Shares of Rs.5/-each (P.Y. 1,69,71,080 Equity Shares of ₹ 5/- each)	84,855,400	84,855,400
<b>Total</b>	<b>84,855,400</b>	<b>84,855,400</b>

## 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 2016		As at 31st March 2015	
	Number	Amount	Number	Amount
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	-	-	3,028,920	15,144,600
Shares outstanding at the end of the year	16,971,080	84,855,400	16,971,080	84,855,400

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

Name of Shareholder	As at 31st March 2016		As at 31st March 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shri Padamshi L. Soni	9,751,925	57.46%	9,751,925	57.46%
Smt. Prabhavati P. Soni	1,777,422	10.47%	1,777,422	10.47%

## 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. The dividend proposed by board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. 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 2016	As at 31st March 2015
	₹	₹
<b>a) General Reserves</b>		
As Per Last Balance Sheet	25,086,060	84,150,000
(-) Adjustments on Account of Buyback of Shares	-	43,919,340
(-) Transfer to CRR (On account of BuyBack of Shares)	-	15,144,600
	25,086,060	25,086,060
<b>b) Capital Redemption Reserve</b>		
As Per Last Balance Sheet	15,144,600	-
(+/-) Transfer during the year (On account of BuyBack of Shares)	-	15,144,600
	15,144,600	15,144,600
<b>c) Surplus/Deficit in statement of profit and loss</b>		
As Per Last Balance Sheet	537,670,425	547,058,985
(+) Net Profit/(Net Loss) For the current year	4,494,948	11,971,465
(-) Proposed Dividends	16,971,080	16,971,080
(-) Provision for Tax on Dividend	3,474,773	3,474,773
(-) Opening adjustment in Depreciation	-	685,517
(-) Deferred Tax W/off	-	(228,655)
Closing Balance	521,719,520	537,670,425
<b>Total</b>	<b>561,950,180</b>	<b>577,901,085</b>

**NOTES FORMING PART OF ACCOUNTS****Note 4 Deferred Tax Liabilities (Net)**

In accordance with Accounting Standard 22, relating to "Accounting on Taxes on Income", the provision for deferred tax asset and liability of Rs. 16,512,400/- 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 2016	As at 31st March 2015
<b>Deferred Tax Liability</b>		
Depreciation	(3,159,433)	(3,152,140)
<b>Total</b>	<b>(3,159,433)</b>	<b>(3,152,140)</b>
<b>Deferred Tax Assets</b>		
Carried Forward Short Term Loss	-	85,504
Provision expenses not paid	16,530,000	-
Gratuity Payable	1,241,684	1,166,487
<b>Total</b>	<b>17,771,684</b>	<b>1,251,991</b>
<b>Deferred Tax (Liability) / Assets</b>	<b>14,612,251</b>	<b>(1,900,149)</b>

**Note 5 Other Long Term Liabilities**

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
(a) Others	45,000,000	45,000,000
(b) Provision for Gratuity	3,755,849	3,431,853
<b>Total</b>	<b>48,755,849</b>	<b>48,431,853</b>

**Note 6 Trade Payables**

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Others #	1,724,158	1,146,708
<b>Total</b>	<b>1,724,158</b>	<b>1,146,708</b>

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

**Note 7 Other Current Liabilities**

Particular	As at 31st March 2016	As at 31st March 2015
	₹	₹
<b>Current Maturity of Long Term Borrowings</b>		
<b>Unsecured</b>	-	-
Loan from Related parties	501,874	-
	501,874	-
Unpaid Dividend	1,893,452	1,882,149
Advance Interest Received	2,600,000	3,166,667
<b>Other Payable</b>		
Payable towards TDS under Income Tax	281,750	880,299
Payable towards Profession Tax	1,800	1,575
Payable to Employees	639,247	-
Outstanding Expenses	60,241	15,000
Provision for MVAT	50,000,000	50,000,000
Commission to Chairman (Net)	-	4,005,000
Service Tax Payable	14,500	-
	55,490,990	<b>59,950,690</b>
<b>Total</b>	<b>55,992,864</b>	<b>59,950,690</b>

**Note 8 Short Term Provision**

Particular	As at 31st March 2016	As at 31st March 2015
<b>Others</b>		
Provision for Taxation (Net)	4,804,406	9,741,567
Proposed Dividend	16,971,080	16,971,080
Provision for Tax on Proposed Dividend	3,474,773	3,474,773
<b>Total</b>	<b>25,250,259</b>	<b>30,187,420</b>



**Note 9: Fixed Assets**

Fixed Assets	Gross Block (at Cost)						Depreciation				Net Block (W. D. V)		
	Rate	"As at 01.04.2015"	Additions	(Deductions / Adjustments)	Revaluations / (Impairments)	"As at 31.03.2016"	"As at 01.04.2015"	Charge for the year	Adjustment due to revaluations / Impairments	(Deductions / Adjustments)	"As at 31.03.2016"	"As at 31.03.2016"	"As at 31.03.2015"
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
<b>Tangible Assets</b>													
Land & Buildings	5.00%	260,230,969	-	-	-	260,230,969	6,569,007	276,616	-	6,845,623	253,385,346	253,661,962	
Furniture and Fixtures	18.10%	5,205,562	1,848,833	-	-	7,054,395	4,330,879	355,406	-	4,686,285	2,368,110	874,683	
Vehicles #	25.89%	23,889,543	-	-	-	23,889,543	20,678,050	728,243	-	21,406,293	2,483,250	3,211,493	
Office & Other Equipment	13.91%	2,013,866	31,500	-	-	2,045,366	1,886,380	12,295	-	1,898,675	146,691	127,486	
Computers	40.00%	1,760,827	-	-	-	1,760,827	1,685,460	11,131	-	1,696,591	64,236	75,367	
<b>Total</b>		293,100,767	1,880,333	-	-	294,981,100	35,149,776	1,383,691	-	36,533,467	258,447,633	257,950,991	
Hotel Golden Manor		102,590,339	-	-	-	102,590,339	-	-	-	-	102,590,339	102,590,339	
<b>Total</b>		102,590,339	-	-	-	102,590,339	-	-	-	-	102,590,339	102,590,339	
<b>Total for Current Year</b>		395,691,106	1,880,333	-	-	397,571,439	35,149,776	1,383,691	-	36,533,467	361,037,972	360,541,330	
<b>Total for Previous Year</b>		430,308,617	63,965	-	(34,681,476)	395,691,106	40,093,840	1,515,968	(7,145,549)	35,149,776	360,541,330	390,214,777	

Note

The Company is following the method of charging depreciation as per Schedule II of the Companies Act, 2013

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

**Impairment of Assets**

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

	Furniture and Fixtures	Vehicles	Office equipment	Computer	Water cooler & Filter Plant	Building
Gross Block as on 1 April	280,164	16,215	1,846,251	101,386	5,310	34,681,476
Less: Accumulated Depreciation till 31st March	166,113	9,615	666,586	79,487	3,148	7,145,549
Less: Impairment	114,051	6,600	1,179,665	21,899	2,162	27,535,927
Balance as at 31st March, 2012	-	-	-	-	-	-
<b>Total Amount of Impairment of Assets F.Y. 2011-2012</b>					1,324,377	
Balance as at 31st March, 2015	-	-	-	-	-	-
<b>Total Amount of Impairment of Assets F.Y. 2014-2015</b>						27,535,927



**NOTES FORMING PART OF ACCOUNTS****Note 10: Non Current Investment**

Sr. No.	Particulars	No. of Shares		Amount (₹)	
		2016	2015	2016	2015
(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	10,821	10,821	6,040,899	6,040,899
	Total Investment in Quoted Shares			6,505,490	6,505,490
	Market Value on Quoted Shares			1,128,225	1,098,314
<b>Total</b>			<b>6,505,490</b>	<b>6,505,490</b>	

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

**Note 11: Long Term Loans and Advances**

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
<u>Unsecured, considered good</u>		
a. Security Deposits	272,370	212,337
b. Advance Income Tax	83,473	352,424
c. Other loans and advances	31,600,000	35,000,000
<b>Total</b>	<b>31,955,843</b>	<b>35,564,761</b>

**Note 12: Inventories****(As Certified by the Management)**

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Work in Progress (at Cost)	125,789,084	120,673,600
<b>Total</b>	<b>125,789,084</b>	<b>120,673,600</b>



## NOTES FORMING PART OF ACCOUNTS

### Note 13: Cash and Cash Equivalents

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
a. Balances with banks		
Current Account	491,065	4,469,294
Unpaid Dividend Account	1,893,452	1,882,149
FD With Bank	-	30,000,000
b. Cash on hand	1,519,528	2,593,655
<b>Total</b>	<b>3,904,045</b>	<b>38,945,097</b>

### Note 14: Short Term Loans and Advances

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Unsecured, considered good		
Loans and advances to related parties	981,455	802,728
Loans and advances to Others	210,168,750	215,168,750
Staff Advances	10,500	200,000
MAT Credit Entitlement	-	2,447,470
<b>Total</b>	<b>211,160,705</b>	<b>218,618,948</b>

### Note 15: Other Current Asset

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Other Recoverables	1,200	1,200
Prepaid Expenses	109,316	70,075
<b>Total</b>	<b>110,516</b>	<b>71,275</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 16: Revenue from Operations

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Income from Sale	-	251,700,000
Total	-	251,700,000

## Note 17: Other Income

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Interest Income on FD and advances	34,477,216	33,261,254
Other non-operating income	1,012	-
Sundry Balance Written Back	2,500	-
Total	34,480,728	33,261,254

## Note 18: Cost of Material Consumed

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Cost of material consumed	5,115,485	97,497,308
Stampduty Expenses	-	11,639,776
Total	5,115,485	109,137,084

## Note 19: Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Inventories at the end of the year:		
Work-in-progress	125,789,085	1,256,490
Inventories at the beginning of the year:		
Work-in-progress	120,673,600	-
Total	(5,115,485)	(1,256,490)



## NOTES FORMING PART OF ACCOUNTS

### Note 20: Employees Benefit Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
<b>(a) Salaries and incentives</b>		
Directors salary & Incentives	3,700,000	4,375,000
Salary to staff	5,762,754	5,520,596
Proposed Commission to Chairman	-	4,450,000
(b) Staff welfare expenses	442,285	272,075
(C) Gratuity		
for prior period	-	-
for current Year	323,996	836,118
<b>Total</b>	<b>10,229,035</b>	<b>15,453,789</b>

### Note 21: Finance Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Interest expense	194,281	57,884
<b>Total</b>	<b>194,281</b>	<b>57,884</b>



## NOTES FORMING PART OF ACCOUNTS

## Note 22: Other Expenses

Particulars	As at 31st March 2016	As at 31st March 2015
	₹	₹
Power and Fuel	855,271	877,008
Repairs and maintenance - Others	1,261,964	1,764,566
Rates and taxes	5,000	5,000
Communication	195,314	407,825
Travelling and Conveyance	505,457	915,492
Printing and stationery	141,878	217,072
Donation and contributions	81,602	1,272,656
Donation - CSR	1,069,224	-
Legal and professional	1,878,357	4,341,198
Listing Fees	224,720	763,446
Payment to Auditors (Refer i)	1,480,538	1,073,038
Provision for doubtful trade and other receivables, loan and advances ( net)	-	1,700,000
AGM Expenses	5,768	5,000
Motor Car Expenses	745,225	700,765
Membership & Subscription	57,990	33,750
Security, Watch & Ward Expenses	1,344,279	1,212,678
Cleaning Charges	94,314	52,000
Other Misc. expenses	28,343	61,544
Books and Periodicals	600	4,448
Directors sitting fees	280,000	280,000
Service Tax Paid	117,000	137,196
MVAT Paid	-	61,878,303
Advertisement & Publicity	131,970	313,905
Business promotion	382,708	264,375
Brokerage on Sale	-	3,318,750
Bank Charges	6,921	29,370
Interest on TDS	4,406	
Total	<b>10,898,849</b>	<b>81,629,384</b>

## i) Payment to Auditors

Particulars	As at 31st March 2016	As at 31st March 2015
Statutory Audit fees	995,288	808,992
Certification & Other Services	142,500	95,506
Taxation Matters	342,750	168,540
Total	<b>1,480,538</b>	<b>1,073,038</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:

- a) 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”
  - b) 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.
  - c) 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.
2. Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on “Accounting for Investments”.
3. 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.

##### 4. Other Significant accounting policies

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

#### NOTES: 23

1. 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%

2. As company holds 100% interest in Subsidiary, Minority interest does not exist.
3. There are no investments in associates as defined by AS 23 for “Accounting for Investment in associates in consolidated financial statements”, issued by ICAI.
4. While consolidating, Revaluation reserve of subsidiary company has been set off against cost of Investment.
5. There is no disposal of Investment in subsidiary company during the year.
6. 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.
7. Contingent Liabilities

The company has self estimated and provided MVAT liability of Rs.5,00,00,000/- during the previous year pertaining to FY. 2006 to FY. 2011. The tax assessment is pending by authorities, any shortfall or excess tax liability determined on completion of assessment by the competent authority will be booked in the year of receipt of assessment order.

8. Managerial Remuneration: (Included under the head “Payments to and Provisions for Employees”) Remuneration to Managing Director / Executive Directors

(In ₹)

Particulars	2015 - 2016	2014 - 2015
Salaries to Executive Directors	37,00,000	43,75,000
Director's Sitting Fees	2,80,000	2,80,000
Commission to Chairman (Proposed)	NIL	44,50,000
Total	<b>39,80,000</b>	<b>91,05,000</b>

##### i. Employees Benefit Plans:

During the year company has made provision for the gratuity by adopting actuarial valuation. Company does not make any contribution to the gratuity fund. The following table sets out the status of gratuity valuation for the period ended 31st March, 2016 as required under AS 15 (Revised)

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

Particulars	₹
Opening Defined Benefit Obligation as on 01/04/2015	34,31,853
Service Cost for the Year	3,45,068
Interest Cost of the Year	2,64,253
Actuarial Losses / (Gains)	(2,85,325)
Benefits Paid during the year	-
Closing Defined Benefit Obligation as on 31/03/2016	37,55,849

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

Particulars	₹
Current Service Cost	3,45,068
Interest on Defined Benefit Obligation	2,64,253
Expected Return on plan assets	-
Net actuarial losses (gains) recognized in the year	(2,85,325)
Expenses recognized in profit and loss	3,23,996

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

Particulars	
Discount rate	7.70%
Annual Increase in Salary Cost	7.00%

**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
(iv)	Shri. Alok A. Chowdhury	Chief Executive Officer
(v)	Shri. Shri. Kumar G. Vora	Chief Financial Officer
(vi)	Shri. Pranay D. Vaidya	Company Secretary

**(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
(ii)	M/s. Sea-King Club Private Limited	Wholly-owned Subsidiary Company

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

Name of Related Party	Nature of Transaction	2015-2016	2014-2015
Prime Property Developers	Loans taken during the year	5,00,000	Nil
	Interest paid (Net)	1,874	Nil
	Maximum Outstanding	5,01,874	Nil
	Closing Balance	5,01,874	Nil
Sea King Club Private Limited	Loans given during the year	9,15,101	15,18,030
	Interest Receivable (Net)	2,25,074	52,096
	Maximum Outstanding	10,69,17,495	10,57,77,320
	Closing Balance	10,69,17,495	10,57,77,320
Remuneration to Directors			
Shri. Manish P. Soni		18,50,000	18,50,000
Shri. Vishal P. Soni		18,50,000	18,50,000
Shri. Alok A. Chowdhury		NIL	6,75,000
Proposed Commission to Chairman		NIL	44,50,000

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	2015-2016	2014-2015
Net Profit / (Loss) After Tax (after adjustment for Extraordinary items)	44,94,948	1,19,71,465
Number of Equity Shares (Nominal Value of ₹ 5/- each)	1,69,71,080	1,69,71,080
Weighted Earnings per share (after adjustment for Extraordinary items) (Basic & Diluted)	0.26	0.70

**11. Deferred Tax Liability / Assets**

Particulars	Opening on 01/04/2015	Provision for the Year	Reversal during the year	Closing as on 31/03/2016
<b>I) Deferred Tax Liability</b>				
Depreciation	(31,52,140)	(7,293)	Nil	(31,59,433)
Net Deferred Tax Liability	<b>(31,52,140)</b>	<b>(7,293)</b>	<b>Nil</b>	<b>(31,59,433)</b>
<b>II) Deferred Tax Assets</b>				
Carried Forward Short Term Loss	85,504	Nil	(85,504)	Nil
Provision Expenses Not Paid	NIL	1,65,30,000	Nil	1,65,30,000
Gratuity Payable	11,66,487	75,197	Nil	12,41,684
<b>Net Deferred Tax Assets</b>	<b>12,51,991</b>	<b>1,66,05,197</b>	<b>(85,504)</b>	<b>1,77,71,684</b>
<b>Net Total Deferred Tax</b>	<b>(19,00,149)</b>	<b>1,65,97,904</b>	<b>(85,504)</b>	<b>1,46,12,251</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	
		31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
1	Segment Revenue External Turnover Inter Segment Turnover	NIL	25,17,00,000	Nil	Nil	NIL	25,17,00,000
	Total Direct Turnover	NIL	25,17,00,000	Nil	Nil	NIL	25,17,00,000
2	Other Income	3,44,80,728	3,32,61,254	Nil	Nil	3,44,80,728	3,32,61,254
3	Gross Revenue	3,44,80,728	28,49,61,254	Nil	Nil	3,44,80,728	28,49,61,254
4	Segment Result before Interest and taxes	1,29,47,081	7,99,48,097	(9,77,928)	(14,66,578)	1,19,69,153	7,84,81,519
	Less: Interest Expenses	2,083	Nil	1,92,198	57,884	1,94,281	57,884
	Less: Exceptional Item	Nil	Nil	NIL	(2,75,35,927)	NIL	(2,75,35,927)
	Profit/(Loss) Before Tax	1,29,44,998	7,99,48,097	(11,70,126)	(2,90,60,389)	1,17,74,872	5,08,87,708
	Less: Current Tax	47,44,212	3,87,45,115	Nil	Nil	47,44,212	3,87,45,115
	Less: MAT Credit Entitlement	Nil	Nil	Nil	Nil	Nil	Nil
	Less: Short / Excess for earlier years	1,87,79,161	3,54,725	(2,68,951)	Nil	1,90,48,112	3,54,725
	Less: Deferred Tax	(1,65,12,400)	(1,83,597)	Nil	Nil	(1,65,12,400)	(1,83,597)
	Profit/( Loss) After Tax	59,34,025	4,10,31,854	(14,39,077)	(2,90,60,389)	44,94,948	1,19,71,465
5	Other Information						
	Segment Assets	41,36,58,071	43,91,76,157	34,14,17,836	34,17,44,345	75,50,75,907	78,09,20,501
	Segment Liabilities	20,62,22,565	14,15,08,268	1,33,040	1,08,551	20,63,55,605	14,16,16,819
	Depreciation	13,83,691	15,15,968	Nil	Nil	13,83,691	15,15,968

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

BHAKTI M. VORA  
PARTNER  
(Membership No. 148837)

Place: Mumbai  
Date: 28/05/2016

For and on behalf of the Board of Directors

PADAMSHI L. SONI  
(DIN No: 00006463)  
HIRAL R. VORA  
(DIN No: 07134962)  
MANISH P. SONI  
(DIN No: 00006485)  
VISHAL P. SONI  
(DIN No: 00006497)  
PRANAY D. VAIDYA

CHAIRMAN  
INDEPENDENT DIRECTOR  
WHOLETIME DIRECTOR  
WHOLETIME DIRECTOR  
COMPANY SECRETARY

Place: Mumbai  
Date: 28/05/2016



**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 Forth Annual general meeting of the company, to be held on the Friday, September, 30, 2016 at 11.30 A.M. at 101, Soni House, Plot No.34,Gulmohar Road No.1,JVPD Scheme, Vile Parle (West), Mumbai- 400049 and at any adjournment thereof in respect of such resolutions as are indicated below:  
Resolution No.

1.	To receive consider and adopt: (a) the Audited Balance Sheet as on 31st March, 2016 and Statement of Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon; and (b) The Consolidated Audited Balance Sheet as on 31st March, 2016 and Statement of Profit and Loss Account for the year ended on that date.
2.	To declare dividend on equity shares of the Company.
3.	To appoint a Director in place of Mr.Manish P. Soni (DIN: 00006485), who retires by rotation, and being eligible offers himself for re-appointment.
4.	Ratification of appointment of M/s Vora& Associates, Chartered Accountants (Registration No. 111612W), as Statutory Auditors of the Company and fix their remuneration.
5.	Re- Appointment of Mr. Manish Soni (DIN 00006485) as Whole Time Director of the Company
6.	Re- Appointment of Mr. Vishal Soni (DIN 00006497) as Whole Time Director of the Company
7.	Remuneration to Mr. Padamshi Soni (DIN 00006463), Chairman of the Company
8.	Loan From Director(s)
9.	Investments to be made by company
10.	Sale of undertaking under section 180 (1) (a) of the companies act, 2013

Signed this..... day of..... 2016

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

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



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

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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

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

**ATTENDANCE SLIP**

I/We record my/our presence at the Twenty Forth Annual General Meeting to be held on Friday, September 30, 2016, 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)