

82nd
Annual Report
2018-2019



PRIME URBAN[®]
DEVELOPMENT INDIA LTD.

we make your dreams come true

PRIME URBAN DEVELOPMENT INDIA LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

CHAIRMAN AND MANAGING DIRECTOR

Mr. Purusottamdas Patodia

VICE CHAIRMAN AND MANAGING DIRECTOR

Mr. Manoj Kumar Patodia

MANAGING DIRECTOR

Mr. Anuj Patodia

INDEPENDENT DIRECTORS

Mr. N.K. Bafna

Mr. Banwarilal Singhal

Mrs. Ryna Zaiwalla Karani

CHIEF FINANCIAL OFFICER

Mr. S. Udayananda

SENIOR MANAGER – LEGAL AND COMPANY SECRETARY

Mr. Krunal Shah

STATUTORY AUDITORS

M/s. L. U. Krishnan & Co.

Chartered Accountants, Chennai

INTERNAL AUDITORS

M/s. K. Sundaramurthy & Co.

Chartered Accountants, Coimbatore

LEGAL ADVISORS

M/s. Ramani & Shankar

Advocates, Coimbatore

BANKERS

Central Bank of India

REGISTERED OFFICE

Door No. 83, 3rd Floor, Plot No.4,
Avinashi Main Road, Near Petrol Bunk,
Asher Nagar, Tirupur 641 603

Tel No.: +91 421 4242062

CORPORATE OFFICE

106, Mittal Chambers, 10th Floor,
Nariman Point, Mumbai- 400021,

Tel No.: +91 22 6164 5000

Fax No.: +91 22 6164 5070

Email ID: companysecretary@ptlonline.com

REGISTRAR & SHARE TRANSFER AGENTS

S.K.D.C. Consultants Limited
Kanapathy Towers, 3rd Floor, 1391/A-1,
Sathy Road, Ganapathy Post,
Coimbatore – 641 006, Tamil Nadu, India.

Tel No. : +91 422 4958995

Fax No. : +91 422 2539837

WEBSITE

www.ptlonline.com

CORPORATE IDENTIFICATION NUMBER

L70200TZ1936PLC000001

PRIME URBAN DEVELOPMENT INDIA LIMITED



PRIME URBAN DEVELOPMENT INDIA LIMITED

Corporate Identity Number (CIN): L70200TZ1936PLC000001

Registered Office: Door No. 83, 3rd Floor, Plot No.4, Avinashi Main Road,
Near Petrol Bunk, Asher Nagar, Tirupur-641 603, Tamil Nadu, India

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

Tel: +91 421- 4242062

NOTICE

NOTICE is hereby given that the EIGHTY SECOND Annual General Meeting of the Members of **PRIME URBAN DEVELOPMENT INDIA LIMITED** will be held on **Monday, August 5, 2019 at 3.00 p.m.** at the Registered Office of the Company at Door No. 83, 3rd Floor, Plot No. 4, Avinashi Main Road, Near Petrol Bunk, Asher Nagar, Tirupur-641 603, Tamil Nadu, India, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Anuj Patodia (DIN: 00026458), who retires by rotation and being eligible, offers himself for re-appointment.

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

Krunal Shah

Senior Manager-Legal and Company Secretary
Membership No.:A26087

Place: Mumbai

Date: May 22, 2019

Registered Office:

Door No. 83, 3rd Floor, Plot No.4,
Avinashi Main Road, Near Petrol Bunk,
Asher Nagar, Tirupur 641 603



NOTICE

1. The Company's Statutory Auditors, Messrs L. U. Krishnan & Associates, Chartered Accountants, (Firm's Registration No. 001527S) were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Adjourned Annual General Meeting ("AGM") of the Members held on September 07, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September 07, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty (50) members holding in aggregate, not more than ten percent (10.00%) of the total share capital of the Company. A Member holding more than ten percent (10.00%) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person cannot act as a Proxy for any other Member. The instrument appointing the Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable. A Proxy Form is annexed to this Notice.
3. Corporate Members are required to send a duly certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative(s) to attend and vote on their behalf at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, July 30, 2019 to Monday, August 5, 2019 (both days inclusive).
5. Relevant Documents in respect of items referred to in the accompanying Notice are available for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. and 1.00 p.m. upto the date of the AGM and also at the AGM.
6. A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in Annexure 1.
7. Electronic copy of Annual Report for the Financial Year 2018-19 is uploaded on the Company's website www.ptlonline.com and is also being sent to all Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their e-mail address with the Depository Participant (in case of shares held in dematerialised form) or with SKDC Consultants Limited, the Registrar and Transfer Agent ("RTA") of the Company (in case of shares held in physical form). Electronic Copy of this Notice of the 82nd AGM of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is uploaded on the Company's website www.ptlonline.com and also on the website of Central Depository Services (India) Limited viz. www.evotingindia.com and the same is being sent to all Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of this Notice and the Annual Report of the Company for the Financial Year 2018-19 are being sent through permitted mode.

PRIME URBAN DEVELOPMENT INDIA LIMITED

8. Members, Proxies and Authorized Representatives are requested to bring to the AGM, the Attendance Slip(s) enclosed herewith, duly completed and signed mentioning therein details of their Client ID and DP ID/Folio No.
9. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
10. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:
S.K.D.C. Consultants Limited
Kanapathy Towers, 3rd Floor,
1391/A-1, Sathy Road, Ganapathy Post,
Coimbatore-641 006, Tamil Nadu
Tel No. +91 422 4958995/2539835-836
Fax No. +91 422 2539837
Email: info@skdc-consultants.com
11. The Securities and Exchange Board of India ("SEBI") has mandated submission of Income Tax Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form should submit their PAN details to the Company or its Registrar and Share Transfer Agents.
12. A route map showing directions to the venue of the 82nd AGM is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on General Meetings.
13. a. In accordance 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 Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its Members the facility of remote e-voting to exercise their right to vote on the resolutions proposed to be passed at the 82nd AGM.

The Company has engaged Central Depository Services (India) Limited ("CDSL"), an agency authorized by the Ministry of Corporate Affairs for providing e-voting platform.

b. Voting through physical ballot paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to cast their vote by physical ballot paper at the Meeting.

c. The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
14. Any person, who becomes a Member of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e. Monday, July 29, 2019, may obtain the User ID and password for Remote E-voting by sending a request at companysecretary@ptlonline.com. However, if a Member is already registered with CDSL for remote e-voting, then he/she can use his/her existing User Id and Password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the cut-off date should treat the same as intimation only.
15. The Board of Directors has appointed Mr. S. Ramanathan, Practising Chartered Accountant (Membership No. FCA 019532) as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
16. The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through remote e-voting, not later than 2 (two) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.
17. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the AGM.



19. Members desirous of obtaining any information as regards Accounts are requested to write to the Company at least one week before the AGM so that the information required will be made available at the AGM.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, August 2, 2019 at 9.00 a.m. and ends on Sunday, August 4, 2019 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, July 29, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or the Company please enter the member id/folio no. in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) A Member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a Member casts vote by both modes, the voting done through e-voting shall prevail and ballot shall be treated as invalid.
- (xiii) Click on the EVSN for the relevant **"PRIME URBAN DEVELOPMENT INDIA LIMITED"** on which you choose to vote.

PRIME URBAN DEVELOPMENT INDIA LIMITED

- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xix) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xxi) Note for Non-Individual shareholders and Custodians
- Non-Individual Shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under 'Help' section or write an email to helpdesk.evoting@cdslindia.com.
- (xxiii) The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company and placed on the Company's website www.ptlonline.com and on website of CDSL e-Voting www.evotingindia.com within two days of the passing of the Resolutions at the AGM of the Company and will also be communicated to Bombay Stock Exchange Limited, where the shares of the Company are listed.

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

**Krunal Shah
Senior Manager-Legal and Company Secretary
Membership No.:A26087**

**Place: Mumbai
Date: May 22, 2019**

Registered Office:
Door No. 83, 3rd Floor, Plot No.4,
Avinashi Main Road, Near Petrol Bunk,
Asher Nagar, Tirupur 641 603



“Annexure I”

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 12.5 of Secretarial Standard-2 on General Meetings in respect of individuals proposed to be appointed / re-appointed as Directors:

Name of the Director	Anuj Patodia, Managing Director of the Company appointed for a period of 3 years with effect from April 1, 2019.
Director Identification Number	00026458
Date of Birth	24/02/1973
Date of first appointment on the Board	21/06/2002
Qualifications	Bachelor of Commerce
Experience and Expertise in Specific Functional Area	Rich experience in the field of Real Estate Development.
Directorship held in other companies (As on March 31, 2019)	Directorship: Public Companies: 1. Anjana Syntex Company Limited 2. Safari Industries (India) Limited 3. Purav Trading Limited 4. Manoj Yarn Processors Limited 5. Classic Yarn Processors Limited 6. Pee Dee Yarn Processors Limited 7. Prime Vista Power Generation Limited 8. ATL Textile Processors Limited Private Companies: 1. Prime Team3 Project Development International Private Limited
Chairmanships/Memberships of the Committees of the Board of Directors of other companies (As on March 31, 2019)	None
Shareholding in the Company (As on March 31, 2019)	5,72,753 equity shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Mr. Purusottamdas Patodia and brother of Mr. Manoj Kumar Patodia

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

Krunal Shah

**Senior Manager-Legal and Company Secretary
Membership No.:A26087**

Place: Mumbai

Date: May 22, 2019

Registered Office:

Door No. 83, 3rd Floor, Plot No.4,
Avinashi Main Road, Near Petrol Bunk,
Asher Nagar, Tirupur 641 603

Route map of the Venue of 82nd AGM of Prime Urban Development India Limited

Door No. 83, 3rd Floor, Plot No.4, Avinashi Main Road, Near Petrol Bunk, Asher Nagar, Tirupur 641 603, Tamil Nadu, India



PRIME URBAN DEVELOPMENT INDIA LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 82nd Annual Report on the business and operations of Prime Urban Development India Limited ["Company"] together with the Audited Financial Statements of the Company, for the Year ended March 31, 2019.

1. FINANCIAL SUMMARY AND HIGHLIGHTS

The summarized financial performance (Standalone and Consolidated) of your Company for 2018-19 and 2017-18 is given below:

Rs. in Lakhs

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from operations	15,185.26	9,517.57	15,190.06	9,773.14
Other Income	173.20	298.86	164.30	316.03
Total Income	15,358.46	9,816.43	15,354.36	10,089.17
Earnings before interest, tax, depreciation, exceptional items and amortization (EBITDA)	96.58	674.81	(118.91)	1,149.12
Less : Finance Costs	313.50	460.82	354.84	1,074.39
Less: Depreciation and amortization expense	35.12	32.44	38.83	35.78
Profit/(Loss) before Exceptional Items and Tax	(252.04)	181.55	(274.76)	38.95
Exceptional Items	--	(1,115.46)	--	(1,456.58)
Profit/(Loss) before Tax	(252.04)	(933.91)	(274.76)	(1,417.63)
Less: Tax Expense	(26.42)	(113.74)	(28.08)	(114.16)
Profit/(Loss) After Tax	(278.46)	(1,047.65)	(302.84)	(1,531.79)
Other comprehensive Income/(expenses)	10.61	(16.54)	10.61	(16.54)
Total Comprehensive Income/(Loss) net of tax	(267.85)	(1,064.19)	(292.23)	(1,548.33)
Surplus from previous year brought forward	(886.76)	305.70	(1,375.44)	303.62
Less: Dividend and Dividend tax paid during the year	--	(128.27)	--	(128.27)
Un-realised gain in contra-group transfers	--	--	(3.54)	(2.46)
Transfer to General Reserve	--	--	--	--
Amount available for appropriation	(1,154.61)	(886.76)	(1,671.21)	(1,375.44)

Realty Segment

During the Financial year 2018-19, your Company has clocked consolidated revenues of Rs. 2,255.89 Lakhs in the Realty segment. During the year under review, the Company has entered into Joint Development Agreement through its Partnership Firm, Messrs Prime Urban Developers with the Owners of Land situated at Coimbatore for undertaking construction of apartments in the said land.

Your Company has sold 10 Villas in the Onyx Project out of 14 Villas and the balance 4 Villas will be sold by end of next financial year. Your Company is actively exploring other opportunities for Residential and Commercial Projects in the State of Tamil Nadu.

Textile Segment

Your Company is engaged in the export of cotton yarn under Merchant Trading. The consolidated revenues from this segment in the year 2018-19 were Rs. 12,934.17 Lakhs.

2. CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the provisions of the Companies Act, 2013 (**hereinafter referred to as the "Act"**) read with the Companies (Accounts) Rules, 2014, applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**hereinafter referred to as the "SEBI Listing Regulations"**), the audited consolidated financial statements are provided in this Annual Report.