



**PRIME**  
**PROPERTY DEVELOPMENT CORPORATION LTD.**

01<sup>st</sup> December, 2020

To,  
Corporate Relationship Department  
Bombay Stock Exchange Limited  
1st Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort,  
Mumbai- 400 001

Scrip Code: 530695~ Prime Property Development Corporation Limited (ISIN:  
INE233C01023)

Subject: Submission of 28<sup>th</sup> Annual Report for the year 2019-2020

Dear Sir,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, please find attached herewith the 28<sup>th</sup> Annual Report of Prime Property Development Corporation Limited for the year 2019-2020.

Please acknowledge

For, Prime Property Development Corporation Limited

P. L. Soni  
Chairman  
DIN 00006463



CIN : L67120MH1992PLC070121

**BUILDERS & DEVELOPERS**

101, SONI HOUSE, PLOT NO. 34, GULMOHAR ROAD NO. 1, JUHU SCHEME, VILE PARLE (W), MUMBAI - 400 049.  
TEL. : 2624 2144 • FAX : 2623 5076 • E-mail : ppdcl.chairman@gmail.com • Website : www.ppdcl.com





PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED



**PRIME®**

**PRIME PROPERTY DEVELOPMENT CORPORATION  
LIMITED**

**(CIN: L67120MH1992PLC070121)**

**28<sup>TH</sup> ANNUAL REPORT**

**2019- 2020**



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**28<sup>TH</sup> ANNUAL GENERAL MEETING**

**Day & Date**                      **Saturday, 26<sup>th</sup> December, 2020**  
**Time**                                      **12.30 P.M.**  
**Venue**                                      **Video Conferencing or Other Audio Visual Means ("VC/ OAVM")**

**BOARD OF DIRECTORS**

Shri. Padamshi L. Soni	Chairman
Shri. Yadavrao C. Pawar	Independent Director
Shri. Ishwarchand G. Shah	Independent Director
Mrs. Hiral N. Pasad (Upto 30.06.2020)	Independent Director
Shri. Manish P. Soni	Whole Time Director
Shri. Vishal P. Soni	Whole Time Director
Shri. Alok Chowdhury (w.e.f 12.11.2020)	Independent Director
Shri. Satendra Kumar Bhatnagar (w.e.f 12.11.2020)	Independent Director
Mrs. Meena Kapadi (W.e.f 12.11.2020)	Independent Director

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mrs. Nikita Shah  
E-mail: [compliance\\_officer@ppdcl.com](mailto:compliance_officer@ppdcl.com)

**STATUTORY AUDITORS**

M/s. Chhajed & Doshi (\*\*H.N.Motiwalla  
**Merged with Chhajed & Doshi) w.e.f 01.10.2020**  
Chartered Accountants  
Registration No. 101794W

**ADVOCATES & SOLICITORS**

Krishna Tanna Associates  
Advocates & Solicitors,  
England & Wales

**CORPORATE IDENTITY NUMBER**

L67120MH1992PLC070121

**BANKERS**

Indian Overseas Bank

**REGISTERED OFFICE**

501, Soni House, Plot No. 34,  
Gulmohar Road No. 1,  
J.V.P.D. Scheme, Vile Parle (West),  
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 101, 247 Park, L B S Marg  
Vikhroli West, Mumbai 400 083.  
Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)  
Ph. No.: 022-49186000 Fax: 022-49186060

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## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

### NOTICE

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED will be held on Saturday, the 26<sup>th</sup> Day of December, 2020 at 12:30 P.M. through Video Conferencing or Other Audio Visual Means ("VC/OAVM") to transact the following Business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt:

(a) the Audited Financial Statements of the Company for the Financial year ended March 31, 2020, 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, 2020.

2. To appoint a Director in place of Mr. Manish P. Soni (DIN: 00006485), who retires by rotation, and being eligible offers himself for re-appointment.

**"RESOLVED THAT** pursuant to provision of Section 152 of Companies Act 2013, Mr. Manish P. Soni (DIN: 00006485), who retires by rotation in this meeting and being eligible has offered himself for reappointment, be and is hereby appointed as Director of Company.

3. To take note of change of Statutory Auditor from M/s H.N. Motiwalla & Co., to M/s Chhajed & Doshi, Chartered Accountants due to its Merger with M/s Chhajed & Doshi, Chartered Accountants.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members of the Company hereby take note of the change of name of Statutory Auditor firm of the Company from M/s. H. N. Motiwalla & Co., Chartered Accountants, Mumbai (FRN: 111949W) to M/s. Chhajed & Doshi, Chartered Accountants, (FRN: 101794W) pursuant to merger of . N. Motiwalla & Co., Chartered Accountants, Mumbai (FRN: 101794W) with M/s. Chhajed & Doshi, Chartered Accountants, (FRN: 101794W) and that the Members hereby approve the appointment of M/s. Chhajed & Doshi., Chartered Accountants, (FRN: 101794W) as Statutory Auditor of the Company on the same terms and conditions including remuneration for the remaining tenure of 2 years upto the conclusion of Annual General Meeting to be held in the financial year 2022 for which M/s. H. N. Motiwalla & Co., Chartered Accountants, Mumbai (FRN: 111949W) was appointed by the shareholders of the Company.

**RESOLVED FURTHER THAT,** the Board of Directors of the company be and are hereby authorised to do all such acts, deeds and things as are necessary to give effect to this resolution."

#### **SPECIAL BUSINESS:**



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

### **4. To appoint Mr. Satendra Kumar Bhatnagar (DIN: 01813940) as an Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), Mr. Satendra Kumar Bhatnagar (DIN: 01813940), who was appointed as an Additional Director by the Board of Directors with effect from 12<sup>th</sup> November, 2020 and who holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (Act) **and** based on the recommendation of the Nomination and Remuneration Committee, Mr. Satendra Kumar Bhatnagar (DIN: 01813940) who shall attain the age of 75 years in 2021 be and is hereby appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from conclusion of 28<sup>th</sup> Annual General meeting upto the Conclusion of 33<sup>rd</sup> Annual General Meeting.

### **5. To appoint Mr. Alok Chowdhury (DIN: 02133472) as an Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'), including any statutory modification(s) or re-enactment thereof read with Schedule IV of the Act and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), **Mr. Alok Chowdhury (DIN: 02133472)**, who was appointed as an Additional Director by the Board of Directors with effect from 12<sup>th</sup> November, 2020 and who holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (Act) and based on the recommendation of the Nomination and Remuneration Committee, **Mr. Alok Chowdhury (DIN: 02133472)** who has attained the age of 77 years be and is hereby appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from conclusion of 28<sup>th</sup> Annual General meeting upto the Conclusion of 32<sup>nd</sup> Annual General Meeting.

### **6. To appoint Mrs. Meena Kapadi (DIN: 08074814) as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of Companies Act, 2013 ('Act') and Companies (Appointment & Qualification of Directors) Rules, 2014 ('Rules'), including any statutory



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modification(s) or re-enactment thereof read with Schedule IV of the Act and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("LODR"), **Mrs. Meena Kapadi (DIN: 08074814)**, who was appointed as an Additional Director by the Board of Directors with effect from 12<sup>th</sup> November, 2020 and who holds office upto the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (Act) and based on the recommendation of the Nomination and Remuneration Committee, **Mrs. Meena Kapadi (DIN: 08074814)** be and is hereby appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from conclusion of 28<sup>th</sup> Annual General meeting upto the Conclusion of 33<sup>rd</sup> Annual General Meeting.

**Date: 12<sup>th</sup> November, 2020**

**Place: Mumbai**

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

**By order of the Board of Directors**

**Prime Property Development Corporation  
Limited**

**Sd/-  
Padamshi L. Soni  
Chairman  
DIN: 00006463**



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

### **NOTES:**

#### **CDSL e-Voting System - For Remote e-voting and e-voting during AGM:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.ppdcl.com](http://www.ppdcl.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

### THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 22<sup>nd</sup> December, 2020 at 09.00 AM and ends on 25<sup>th</sup> December, 2020 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 19<sup>th</sup> December, 2020 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](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (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. Shareholders 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](http://www.evotingindia.com) and voted on an earlier e-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:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date	<p>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.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details</li> </ul>





## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

of Birth (DOB)	field as mentioned in instruction (v).
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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Prime Property Development Corporation Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id.**
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### (xx) **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 in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance\\_officer@ppdcl.com](mailto:compliance_officer@ppdcl.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.





**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

**Date: 12<sup>th</sup> November, 2020**

**Place: Mumbai**

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

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

**Sd/-  
Padamshi L. Soni  
Chairman  
DIN: 00006463**



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

### **EXPLANATORY STATEMENT**

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

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

#### **Item 4.**

In accordance with the provisions of Section 161 of the Companies Act, 2013 Mr. Satendra Kumar Bhatnagar was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. 12<sup>th</sup> November, 2020.

As per the provisions of Section 149 (10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term up to five consecutive years on the Board of the company and disclosure of the same in the Board's report. Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regards 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.

Further, Section 149 inter alia stipulates the criteria of Independence under which a Company should appoint an Independent Director on its Board. The Company has received a declaration from Mr. Satendra Kumar Bhatnagar that he meets the criteria of Independence as prescribed under Section 149 (6) of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof. Mr. Satendra Kumar Bhatnagar possesses diversified skills, experience and knowledge; inter alia, in the field of Finance, Accounts, Income Tax.

Brief resume of Mr. Satendra Kumar Bhatnagar, nature of his expertise in specific functional areas as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, has been provided in the statement attached in "Details of the Directors seeking appointment /re-appointment in forthcoming Annual General Meeting" forming part of the Explanatory Statement. Keeping in view his knowledge, it will be in the interest of the Company that Mr. SatendraKumar Bhatnagar is appointed as aNon Executive Independent Director w.e.f. conclusion of 28<sup>th</sup> Annual General Meeting until conclusion of 33<sup>rd</sup>Annual General Meeting.

This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof with the Stock Exchanges.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

The Board feels that presence of Mr. Satendra Kumar Bhatnagar on the Board is desirable and would be beneficial to the company and hence recommend this resolution for adoption.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Satendra Kumar Bhatnagar, are in any way financially or otherwise, concerned or interested in this resolution.

The Board accordingly recommends the Special Resolution for your approval.

### **Item 5.**

Mr. Alok Chowdhury was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. 12<sup>th</sup> November, 2020 in accordance with the provisions of Section 161 of the Companies Act, 2013.

As per the provisions of Section 149 (10) of the Companies Act, 2013 (the 'Act'), an Independent Director shall hold office for a term up to five consecutive years on the Board of the company and disclosure of the same in the Board's report. Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'), as amended vide SEBI LODR (Amendment) Regulations, 2018 w.e.f. April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regards 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.

Further, Section 149 inter alia stipulates the criteria of Independence to appoint an Independent Director on its Board. The Company has received a declaration from Mr. Alok Chowdhury that he meets the criteria of Independence as prescribed under Section 149 (6) of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof. Mr. Alok Chowdhury possesses diversified skills, experience and knowledge; inter alia, in the field of Banking, Finance and Accounts.

Brief resume of Mr. Alok Chowdhury, nature of his expertise in specific functional areas as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, has been provided in the statement attached in "Details of the Directors seeking appointment /re-appointment in forthcoming Annual General Meeting" forming part of the Explanatory Statement. Keeping in view his knowledge, it will be in the interest of the Company that Mr. Alok Chowdhury is appointed as a Non Executive Independent Director w.e.f. conclusion of 28<sup>th</sup> Annual General Meeting until conclusion of 33<sup>rd</sup> Annual General Meeting.





## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof with the Stock Exchanges.

The Board feels that presence of Mr. Alok Chowdhury on the Board is desirable and would be beneficial to the company and hence recommend this resolution for adoption.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Alok Chowdhury, are in any way financially or otherwise, concerned or interested in this resolution.

The Board accordingly recommends the Special Resolution for your approval.

### **Item 6.**

Mrs. Meena Kapadi was appointed as an Additional (Independent) Director by the Board of Directors w.e.f. 12<sup>th</sup> November, 2020 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regards the Company has received request in writing from a member of the company proposing her candidature for appointment as Director of the Company along with requisite deposit.

Further, Section 149 inter alia stipulates the criteria of Independence to appoint an Independent Director on its Board. The Company has received a declaration from Mrs. Meena Kapadi that she meets the criteria of Independence as prescribed under Section 149 (6) of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof. Mrs. Meena Kapadi possesses diversified skills, experience and knowledge; inter alia, in the field of Accounts, Finance.

Brief resume of Mrs. Meena Kapadi, nature of her expertise in specific functional areas as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, has been provided in the statement attached in "Details of the Directors seeking appointment /re-appointment in forthcoming Annual General Meeting" forming part of the Explanatory Statement. Keeping in view her knowledge, it will be in the interest of the Company that Mrs. Meena Kapadi is appointed as an Independent Director w.e.f. conclusion of 28<sup>th</sup> Annual General Meeting until conclusion of 33<sup>rd</sup> Annual General Meeting.

This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof with the Stock Exchanges.

The Board feels that presence of Mrs. Meena Kapadi on the Board is desirable and would be beneficial to the company and hence recommend this resolution for adoption.

None of the Directors, Key Managerial Personnel or their relatives, except Mrs. Meena Kapadi, are in any way financially or otherwise, concerned or interested in this resolution.

The Board accordingly recommends the Ordinary Resolution for your approval.

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## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

### ANNEXURE TO THE NOTICE

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

Name of the Director	Mr. Manish P. Soni	Mr. Satendra Kumar Bhatnagar	Mr. Alok Chowdhury	Mrs. Meena Kapadi
Date of Birth	31.10.1972	03.02.1946	1.11.1943	13.09.1957
Date of Appointment	On 16/08/2000, he was appointed as Director and since 01/08/2006 was appointed as Whole-time director	12.11.2020	12.11.2020	12.11.2020
Qualifications	Under graduate	MA, LLM	M.A.-ECONOMICS/ C.A.I.I.B	Chartered Accountant
Expertise in specific functional areas	He is a member of Stakeholder Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. He Looks after accounts, material management & provides on-site support to the operating functionaries of the Company	He is qualified as M.A.-Sociology/ L.L.M./I.R.S and is retired Chief Commissioner of Income tax and retired Advocate.  He was Director of the Company from 2008 to 2015  He is Chairman of Audit Committee.	He is a qualified as M.A.-ECONOMICS/ C.A.I.I.B and has experience in the field of Banking, finance, documentation and administration.  He is an Employee of State Bank of India for more than 3 decades with extensive exposure in Banking.  He had served as CEO of the Company from 2001 to 2007 and as Whole Time Director for the Company from (2015 to 2016).	Meena Kapadi is a Graduate from Mumbai University in the Year 1977 and is a qualified Chartered Accountant cleared in Year 1989.  She is an Ex-Employee of BOI Shareholding Limited subsidiary of BOI Limited.  She is the chairman of Stakeholder Relationship Committee.



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

			He is the Chairman of Nomination and Remuneration Committee	
List of other Companies in which Directorship held as on 31 <sup>st</sup> March, 2020	Sea-king Club Pvt. Ltd.	Pacific Harbor Advisors Private Limited	NIL	Medibios Laboratories Limited
Chairman/member of the Committee of the Boards of the other Companies on which he is a Director as on 31 <sup>st</sup> March, 2020	NIL	NIL	NIL	NIL





**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**DIRECTORS' REPORT**

To  
The Members,  
Prime Property Development Corporation Limited

Your Directors have pleasure in presenting the 28<sup>th</sup> Annual Report of your Company along with the Audited Statement of Accounts for the year ended March 31, 2020.

Particulars	(Rs. In Lakhs)		(Rs. In Lakhs)	
	Standalone		Consolidated	
	2019-20	2018-19	2019-20	2018-19
Business & Other Income	423.46	754.55	423.45	754.55
Profit/ (Loss) before Interest, Depreciation & Tax	164.96	449.99	154.09	438.45
Less:				
a. Interest	--	--	6.55	5.61
b. Depreciation	8.44	8.03	8.44	8.03
<b>Profit/ (Loss) before tax</b>	<b>156.52</b>	<b>441.96</b>	<b>139.10</b>	<b>424.81</b>
Less: Provision for Tax:				
a. Current Year	0.10	130.00	0.10	130.00
b. Deferred Tax	1.56	5.83	1.56	5.83
c. MAT Credit Entitlement	--	--	--	--
d. Short/ Excess for earlier years	--	1.37	--	1.37
<b>Profit / (Loss) for the Period</b>	<b>154.86</b>	<b>304.76</b>	<b>137.44</b>	<b>287.61</b>
Total Comprehensive Income for the year	6.63	2.14	6.63	2.14
<b>Total Profit for the year</b>	<b>161.48</b>	<b>306.90</b>	<b>144.06</b>	<b>289.75</b>
Balance brought forward from the previous year	8161.11	8023.92	7677.63	7557.60
Restated balance of OCI as at 01/04/2016				
Less: Opening Adjustment in Depreciation				



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

Amount available for Appropriation	8322.59	8330.82	7821.69	7847.35
<b>Appropriations:</b>				
- Dividend & Corporate Dividend Tax	-	(169.71)	-	(169.71)
- Transferred to General Reserve	-	--	-	--
- Surplus carried to Balance Sheet	-	8161.11	-	7677.63
<b>Total (including Other Comprehensive Income)</b>	<b>8322.59</b>	<b>8161.11</b>	<b>7821.69</b>	<b>7677.63</b>

### 2. Dividend:

Due to Coronavirus pandemic and due low Business, your Directors do not recommend any Dividend for the year 2019-2020.

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

• **Current Year's Operation:** Your Company, during the current period ended on 31st March, 2020 has earned income of Rs. 423.46 Lakhs and Profit before Tax of Rs. 156.52 Lakhs as compared to Rs.754.55 Lakhs and Rs. 441.96 Lakhs, respectively, in the previous year.

• **Future Prospects:** Due to ongoing corona pandemic and lock down in the entire country, situation being worst in Maharashtra, the Construction work of the Company is on hold and COVID- 19 has affected every Business line in the country.

Your Company witnessed moderate growth in the year under review. However, the outbreak of Covid-19 pandemic is expected to adversely impact the sector performance in the first half of FY20. The most significant impact of Covid-19 is expected to be the reverse migration of workers which will impact construction activities across the country.

While the industry at large may be adversely impacted by this pandemic and the recovery phase slowdown, your Company's healthy balance sheet and project pipeline will help maintain operational momentum in the months ahead.

### 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. Khakhar & 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.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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, if any, 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 no significant 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 continue 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 H. N. Motiwala & Co, Chartered Accountant (FRN: 111949W) Merged with M/s Chajjed & Doshi, Chatered Accountant (FRN: 101794W) w.e.f October 01, 2020.

The Audit shall be done by M/s Chajjed& Doshi, Chatered Accountant (FRN: 101794W) on the same terms and conditions including remuneration for the remaining tenure for which M/s. H. N. Motiwalla & Co., Chartered Accountants, Mumbai (FRN: 111949W) was appointed by the shareholders of the Company.

They have confirmed that they are not disqualified from continuing as Auditors of the Company.

### **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 2019- 2020, 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.





## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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 31.03.2020	As on 31.03.2019
a) Earnings in foreign exchange	NIL	NIL
b) Expenditure / outgo in foreign exchange (Travelling)	NIL	Rs. 4,44,257/-

C) Technological Absorption: Your Company has not imported any technology.

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

The Corporate Social Responsibility Committee (CSR Committee) has formulated a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, the Formulation of CSR Committee, The frequency of Meeting, the manner of Expenditure and the Initiatives to be undertaken 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).

The Company had earmarked a budget of Rs. 19,61,027/- and had disbursed Rs. 1,75,000/- for the year 2019-2020.

The identified area had no immediate requirement for the Fund and had therefore deferred the receipt of payments causing the balance of CSR Fund unspent.

### 13. Directors:

A) Changes in Directors and Key Managerial Personnel There were no changes in the constitution of Board of Directors during the year. 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.

Mr. Pranay Vaidya, Company Secretary and Compliance Officer of the Company tendered his resignation with effect from 01.12.2019, and accordingly, Mrs. Nikita Shah was appointed as Company Secretary and Compliance Officer with effect from 24.12.2019.

Mrs. Gitanjali Nalawade resigned from the post of Chief Financial Officer on 30<sup>th</sup> June, 2020 and accordingly, Mr. Amit Bhansali was appointed as the Chief Financial Officer of the Company with effect from 24.12.2019.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

The Board has appointed Mr. Alok Chowdhury (DIN: 02133472), Mr. Satendra Kumar Bhatnagar (DIN: 01813940) and Mrs. Meena Kapadi (DIN: 08074814) as an Additional Independent Directors of the Company w.e.f. 12<sup>th</sup> November, 2020. The Board recommends their appointment for a period of 5 years, subject to Members approval at the Annual General Meeting.

The term of independent Directors Mr. Yadavrao Chindha Pawar and Mr. Ishwarchand Gulabchand Shah is till the conclusion of ensuing Annual General Meeting.

**B) Declaration by 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 SEBI (LODR) Regulations.

**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 as a whole (including its Committees) which includes criteria for performance evaluation of the Non-Executive Directors and Executive Directors.

**D). Familiarization 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 2019- 2020 met five times on 30<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 12<sup>th</sup> November, 2019 , 24<sup>th</sup> December, 2019 and 12<sup>th</sup> February, 2020. For further details, please refer to Report on Corporate Governance appearing in this Annual Report. The Company has complied with the Secretarial Standards during the year.

### **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. The Vigil Mechanism Policy is disclosed on the website of the Company at the Link <http://ppdcl.com/policies.html>

### **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. The Remuneration Policy is annexed to the Directors Report

### **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:**



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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 arm's 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. 8,50,000 P.M. or Rs. 1,20,00,000 per financial year under section 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in the financial 2019- 2020.

### **20. Secretarial Audit Report:**

As per 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 2019- 20 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 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.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

(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 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. Safeguard at Workplace:**

The management takes due care of employees with respect to safeguard at workplace. Further, No complaints are reported by any employee pertaining to sexual harassment. The details are made available in the Corporate Governance report.

### **26. 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.

**Date: 12.11.2020**

**Place: Mumbai**

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

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

**Sd/-  
Padamshi L. Soni  
Chairman  
DIN: 00006463**





# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on 31<sup>st</sup> March 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule12 (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	501, Soni House, Plot No. 34, Gulmohar Road No. 1, JVPD Scheme, Vile Parle( W ) Mumbai - 400049, Maharashtra. Phone No. 022-26242144
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent	Link Intime India Pvt. Ltd., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel: 022-49186000 Fax: 022-49186060.

## 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/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Builders and developers	41001, 41002, 41003	100%



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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.	U92190MH1974PTC0179	Wholly Owned Subsidiary	100%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding-

Category-wise Share Holding										
Sr . No	Category of Shareholders	Shareholding at the beginning of the year - 2019				Shareholding at the end of the year - 2020				Changes during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	12240536	0	12240536	72.1259	12240536	0	12240536	72.1259	0.0000
(b)	Central Government / State Government(s)	0	0	0	0	0	0	0	0	0



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

( c )	Financial Institution s / Banks	0	0	0	0	0	0	0	0	0
( d )	Any Other (Specify)									
	Sub Total (A) (1)	12240536	0	12240536	72.1259	12240536	0	12240536	72.1259	0.0000
[ 2 ]	Foreign									
( a )	Individuals (Non- Resident Individuals / Foreign Individuals )	0	0	0	0	0	0	0	0	0
( b )	Government	0	0	0	0	0	0	0	0	0
( c )	Institution s	0	0	0	0	0	0	0	0	0
( d )	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
( e )	Any Other (Specify)	0	0	0	0	0	0	0	0	0
	Sub Total (A) (2)	0	0	0	0	0	0	0	0	0
	Total Shareholdin g of Promoter and Promoter Group (A) = (A	12240536	0	12240536	72.1259	12240536	0	12240536	72.1259	0.0000



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

	) (1)+(A) (2)									
( B )	Public Shareholding									
[ 1 ]	Institutions									
( a )	Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
( b )	Venture Capital Funds	0	0	0	0	0	0	0	0	0
( c )	Alternate Investment Funds	0	0	0	0	0	0	0	0	0
( d )	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
( e )	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
( f )	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
( g )	Insurance Companies	0	0	0	0	0	0	0	0	0
( h )	Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
( i )	Any Other (Specify)	0	0	0	0	0	0	0	0	0
	Sub Total	0	0	0	0	0	0	0	0	0





**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

	(B) (1)									
[ 2 ]	Central Government/ State Government (s)/ President of India	0	0	0	0	0	0	0	0	0
	Sub Total (B) (2)	0	0	0	0	0	0	0	0	0
[ 3 ]	Non-Institutions									
( a )	Individuals									
( i )	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	1701298	115094	1816392	10.7029	1697190	110054	1807244	10.6490	-0.0539
( i )	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1323611	0	1323611	7.7992	1329901	0	1329901	7.8363	0.0371
( b )	NBFCs registered with RBI	0	0	0	0	0	0	0	0	
( c )	Employee Trusts	0	0	0	0	0	0	0	0	
( d )	Overseas Depositories (holding	0	0	0	0	0	0	0	0	



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

)	DRs) (balancing figure)									
( e )	Any Other (Specify)									
	IEPF	106201	0	106201	0.6258	112349	0	112349	0.6620	0.0362
	Trusts	675	0	675	0.0040	0	0	0	0.0000	-0.0040
	Hindu Undivided Family	251124	0	251124	1.4797	245553	0	245553	1.4469	-0.0328
	Non Resident Indians (Non Repat)	16791	0	16791	0.0989	23716	0	23716	0.1397	0.0408
	Non Resident Indians (Repat)	40304	8200	48504	0.2858	37023	8200	45223	0.2665	-0.0193
	Clearing Member	12339	0	12339	0.0727	5099	0	5099	0.0300	-0.0427
	Bodies Corporate	1153907	1000	1154907	6.8051	1160459	1000	1161459	6.8438	0.0387
	Sub Total (B) (3)	4606250	124294	4730544	27.8741	4611290	119254	4730544	27.8741	0.0000
	Total Public Shareholdin g(B)=(B) (1) +(B) (2)+(B) (3)	4606250	124294	4730544	27.8741	4611290	119254	4730544	27.8741	0.0000
	Total (A)+(B)	16846786	124294	16971080	100.0000	16851826	119254	16971080	100.0000	0.0000
( C )	Non Promoter - Non Public									
[	Custodian/D	0	0	0	0	0	0	0	0	

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



1 ]	R Holder									
[ 2 ]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulation, 2014)	0	0	0	0	0	0	0	0	0
	Total (A)+(B)+(C)	16846786	124294	16971080	100.0000	16851826	119254	16971080	100.0000	

**ii) Shareholding of Promoters:**

Prime Property Development Corporation Limited								
Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2019			Shareholding at the end of the year - 2020			
		NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledge d/ encumb ered to total shares	% change in sharehold ing during the year
1	PADAMSHI L SONI	9863114	58.1172	0.00	9863114	58.1172	0.0000	0.0000
2	PRABHAVATI P SONI	1777422	10.4732	0.0000	1777422	10.4732	0.0000	0.0000
3	DIMPLE MANISH SONI	200000	1.1785	0.0000	200000	1.1785	0.0000	0.0000
4	MANISH PADAMSHI SONI	200000	1.1785	0.0000	200000	1.1785	0.0000	0.0000

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



5	VISHAL P SONI	200000	1.1785	0.0000	200000	1.1785	0.0000	0.0000
	<b>Total</b>	<b>1224053</b> 6	<b>72.1259</b>	<b>0.0000</b>	<b>12240536</b>	<b>72.1259</b>	<b>0.0000</b>	<b>0.0000</b>

**iii)Change in Promoters' Shareholding:**

<b>MGT-9 IV. Shareholding Pattern of Promoters</b>							
<b>Sr No.</b>	<b>Name &amp; Type of Transaction</b>	<b>Shareholding at the beginning of the year - 2019</b>		<b>Transactions during the year</b>		<b>Cumulative Shareholding at the end of the year - 2020</b>	
		<b>NO.OF SHARES HELD</b>	<b>% OF TOTAL SHARES OF THE COMPANY</b>	<b>DATE OF TRANSACTION</b>	<b>NO. OF SHARES</b>	<b>NO OF SHARES HELD</b>	<b>% OF TOTAL SHARES OF THE COMPANY</b>
1	PADAMSHI L SONI	9863114	58.1172	NO CHANGE	NO CHANGE	9863114	58.1172
	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	9863114	58.1172
2	PRABHAVATI P SONI	1777422	10.4732			1777422	10.4732
	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	1777422	10.4732
3	VISHAL P SONI	200000	1.1785			200000	1.1785
	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	200000	1.1785
4	MANISH PADAMSHI SONI	200000	1.1785			200000	1.1785
	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	200000	1.1785
5	DIMPLE MANISH SONI	200000	1.1785			200000	1.1785
	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	200000	1.1785





## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2019		Transactions during the year		Cumulative Shareholding at the end of the year - 2020	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	ZIRCON TRADERS LIMITED	308158	1.8158			308158	1.8158
	AT THE END OF THE YEAR					308158	1.8158
2	MANORAMA TILAK CHAND	307914	1.8143			307914	1.8143
	AT THE END OF THE YEAR					307914	1.8143
3	PRECISE CONSULTING & ENGINEERING PVT LTD	278440	1.6407			278440	1.6407
	AT THE END OF THE YEAR					278440	1.6407
4	DIPTI D KOTHARI	200000	1.1785			200000	1.1785
	AT THE END OF THE YEAR					200000	1.1785
5	MINAL FINANCE PRIVATE LIMITED	165000	0.9722			165000	0.9722
	AT THE END OF THE YEAR					165000	0.9722
6	SHALIBHADRA PROPERTIES PRIVATE LIMITED	108572	0.6397				
	Transfer			14th June, 2019	5848	114420	0.6742
	Transfer			21st June, 2019	3000	117420	0.6919
	Transfer			13th September, 2019	2580	120000	0.7071
	AT THE END OF THE YEAR					120000	0.7071
7	SHABBIR M SOMJI	119000	0.7012			119000	0.7012
	AT THE END OF THE YEAR					119000	0.7012
8	MIDAS JEWELS PRIVATE LIMITED	115000	0.6776			115000	0.6776

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



	AT THE END OF THE YEAR					115000	0.6776
9	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	106201	0.6258				
	AT THE END OF THE YEAR					112349	0.6620
10	DILSHAD S SOMJI	102000	0.6010			102000	0.6010
	AT THE END OF THE YEAR					102000	0.6010

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

Directors and Key Managerial Personnel							
Sr No.		Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
	Name & Type of Transaction	NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	PADAMSHI L SONI	9863114	58.1172	NO CHANGE	NO CHANGE	9863114	58.1172
	AT THE END OF THE YEAR					9863114	58.1172
2	VISHAL P SONI	200000	1.1785			200000	1.1785
	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	200000	1.1785
3	MANISH PADAMSHI SONI	200000	1.1785			200000	1.1785
	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	200000	1.1785
4	ISHWARCHAND G. SHAH	0	0				
	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	0	0
5	Y. C. PAWAR	0	0				

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



	AT THE END OF THE YEAR			NO CHANGE	NO CHANGE	0	0
6.	**HIRAL PASAD	0	0				
				NO CHANGE	NO CHANGE	0	0
7.	KUMAR G. VORA	1500	0.00				
				NO CHANGE	NO CHANGE	1500	0.00
8.	AMIT BHANSALI	0	0.00				
				NO CHANGE	NO CHANGE	0	0.00
9.	NIKITA SHAH	0	0				
				NO CHANGE	NO CHANGE	0	0

**\*\* Hiral Pasad resigned from Board of Directors of the Company w.e.f 30<sup>th</sup> June, 2020.**

**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	Padamshi L. Soni	Manish P. Soni	Vishal P. Soni	Total



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Rs. 30,00,000/-	Rs. 36,00,000/-	Rs. 36,00,000/-	Rs. 1,02,00,000/-
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission  - as % of profit  - others, specify..	0	0	0	0
5.	Others, please specify	0	0	0	0
	<b>Total (A)</b>	<b>Rs. 30,00,000/-</b>	<b>Rs. 36,00,000/-</b>	<b>Rs. 36,00,000/-</b>	<b>Rs. 1,02,00,000/-</b>
	<b>Ceiling as per the Act</b>	<b>1,68,00,000/-</b>			

B. Remuneration to other Directors:

Sl. no.	Particulars of Remuneration	Mr. Yadavrao Pawar	Mr. I. G. Shah	Ms. Hiral Pasad	Total
1.	Independent Directors  · Fee for attending board committee meetings  · Commission  · Others, please specify	Rs. 1,20,000/-	Rs. 1,20,000/-	Rs. 120,000/-	Rs. 3,60,000/-



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

	Total (1)	Rs. 1,20,000/-	Rs. 1,20,000/-	Rs. 120,000/-	Rs. 360,000/-
2	Other Non-Executive Directors  ·Fee for attending board committee meetings  ·Commission  ·Others, please specify				
	Total (2)	0	0	0	0
	Total (B) = (1+2)	Rs. 1,20,000/-	Rs. 1,20,000/-	Rs. 120,000/-	Rs. 3,60,000/-
	<b>Overall Ceiling as per the Act</b>	<b>Rs. 12,00,000/-</b>			

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

Sl. no.	Particulars of Remuneration	CEO	Company Secretary	CFO	Company Secretary	CFO	TOTAL
		Mr. Kumar G. Vora	Mr. Pranay D. Vaidya (Upto 30.11.2019)	Mrs. Gitanjali P. Nalavade (Upto 30.06.2019)	Mrs. Nikita Shah (w.e.f. 24.12.2019)	Mr. Amit Bhansali (w.e.f. 24.12.2019)	
1.	Gross salary  (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites	Rs. 17,90,000/-	Rs. 5,86,000/-	Rs. 3,00,000/-	Rs. 81,500/-	Rs. 1,50,000/-	Rs. 29,07,500/-



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



	u/s17(2) Income-tax Act, 1961						
2.	Stock Option	0	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0	0	
5.	Others, please specify	0	0	0	0	0	0
	<b>Total (A)</b>	<b>Rs. 17,90,000</b>	<b>Rs. 5,86,000/-</b>	<b>Rs. 3,00,00 0/-</b>	<b>Rs. 81,500/-</b>	<b>Rs. 1,50,000 /-</b>	<b>Rs. 29,07,500/ -</b>

**VII. PENALTIES /PUNISHMENT/COMPOUNDING OFFENCES: NIL**



# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

## 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. 19,61,027/- and had disbursed Rs. 3,11,000/- for the year 2018- 19 and Rs. 1,75,000/- in the Year 2019- 2020.

3. Average net profit of the company for last three financial years: Rs. 980.51 Lakhs

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): Rs.19,61,027/- for the year 2019- 20.

5. Details of CSR spent during the financial year.

(a) Total amount spent for the financial year: Rs. 1,75,000/- and Rs. 3,11,000/- have been spent in year 2018-2019

(b) Amount unspent, if any; Rs. 14,75,027

(c) Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
-----	-----	-----	-----	-----	-----	-----	-----

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



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	Books Distributions	Local		Rs. 25,000/-		Direct
2	Charitable, Health Care & Rural Development	Charitable, Health Care & Rural Development	Kutch & Local		Rs. 1,50,000/-		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:**

The identified area had no immediate requirement for the Fund and had therefore deferred the receipt of payments causing the balance of CSR Fund unspent.

**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.

Sd/-  
Shri P. L. Soni  
(Director)

Sd/-  
Shri I. G. Shah  
(Chairman CSR Committee)

# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED



## 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 2019- 20 .

### **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 Subsidiary Company
(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. 11,59,901/- (paid during the year 2019-2020)

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



B)

(a)	Name(s) of the related party and nature of relationship	Manish P. Soni	Vishal P. Soni	Padamshi L. Soni
(b)	Nature of contracts/arrangements/transactions	Extension of tenure	Extension of tenure	Remuneration to be paid to the Chairman
(c)	Duration of the contracts / arrangements/transactions	01.08.2016-31.07.2021	01.08.2016-31.07.2021	01.10.2019-30.09.2022
(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> <li>• Value during the Year Rs. 36,00,000/-</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> <li>• Value during the Year Rs. 36,00,000/-.</li> </ul>	<ul style="list-style-type: none"> <li>• Duration of agreement is Three years</li> <li>• Bonus as per the policy of the Company.</li> <li>• Value during the Year Rs. 30,00,000/-</li> </ul>
(e)	Date(s) of approval by the Board:	28.05.2016 and 14.08.2019	28.05.2016 and 14.08.2019	14.08.2019
(f)	Amount paid as advances:	Nil	Nil	Nil

# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED



## 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 Padamshi L. Soni	7:1
Shri Manish P Soni	8:1
Shri Vishal P Soni	8:1

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

2. During the Financial Year the percentage increase in remuneration of Directors is as follows:

Name of Directors/ KMP	Designation	Percentage
Shri Padamshi L. Soni	Executive Chairman	-53.84
Shri Manish P Soni	Whole Time Director	9.09
Shri Vishal P Soni	Whole Time Director	9.09
Shri Kumar G. Vora	Chief Executive Officer	0.87
**Smt. Gitanjali P. Nalawade	Chief Financial officer	-75.57
**Shri Pranay D. Vaidya	Company Secretary and Compliance Officer	-28.44
Smt. Nikita Shah	Company Secretary and Compliance Officer	--
Shri. Amit Bhansali	Chief Financial officer	--

\*\*Smt. Gitanjali Nalawade and Shri. Pranay Vaidya reigned from the Company on 30<sup>th</sup> June, 2019 and 30<sup>th</sup> November, 2020 respectively.

3. The percentage increase in the median remuneration of the employees in the financial Year was 10.97%.

4. As on 31st March 2020 there were a total of 12 employees on the payroll of the Company.

5. There was no increase in remuneration of the employees in the Financial Year 2019- 2020 as compared to the increase of 13.69 % for the Financial Year 2019-2020.

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





# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

*[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 31<sup>st</sup> March, 2020

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 M/s 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 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020 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, 2015;
  - 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;



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

- 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;- Not Applicable.
- g. The Securities and Exchange Board of India (Mutual Fund) Regulation 1996.- Not Applicable.
- h. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999; - Not Applicable.

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) Shops and Establishment Act.
- c) The Indian Contract Act, 1872.
- d) The Transfer of Property Act, 1882.
- e) The Indian Registration Act, 1908.
- f) The Land Acquisition Act, 1894.
- g) Environmental Laws.

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.



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

I further report that there are adequate systems and processes in the company 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 there were no instances of:

- i. Public / Rights / Preferential issue of shares / debentures / sweat equity.
- ii. Buy-Back of securities.
- iii. Merger / amalgamation / reconstruction etc.
- iv. Foreign technical collaborations

**For SG and Associates,  
Practicing Company Secretaries**

**Sd/-**

**Suhas Ganpule**

**Proprietor,**

**Membership No: 12122**

**C. P No: 5722**

**UDIN: A012122B001185131**

**Date: 29<sup>th</sup> June, 2020**

**Place: Mumbai**

# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED



## 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 have 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,

Sd/-  
Suhas S Ganpule,  
Proprietor,  
Practicing Company Secretaries  
Membership No: 12122  
C. P No: 5722

Date: 29<sup>th</sup> June, 2020.  
Place: Mumbai  
UDIN: A012122B001185131



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

### **Remuneration Policy**

The Remuneration Policy of Prime Property Development Corporation Ltd. (the "Company") is designed to attract the services of competent and appropriate personnel in different lines of activities of the Company and to retain them by offering growth opportunities and a healthy remuneration in lines with what is available in a competitive scenario. It covers the Board of Directors and Key Managerial personnel (KMP) of the Company.

### **Guiding principles**

While inducting directors on the Board, the guiding principle is to attract prominent members of the society who are conversant with certain key aspects of real estate industry wherein their expertise and guidance would benefit the Company.

When determining the remuneration policy and arrangements for Whole time Directors/ KMP's, the Remuneration Committee considers the suitability of the persons and then aligns the remuneration package and employment terms with reference to the competition, market condition, cost of living etc. as appropriate.

### **Directors**

As per the Policy followed by the Company, the Independent Directors are paid remuneration in the form of sitting fees and conveyance for attending Board and Committee meetings as fixed by the Board of Directors from time to time, subject to statutory provisions.

When considering the appointment and remuneration of Whole Time Directors and CEO the Nomination & Remuneration Committee (NRC) considers pay and employment conditions in the industry, merit and seniority of the person. Their remuneration comprises a fixed salary, bonus as per Company's policy and retirement benefit as per statute.

The term of office and remuneration of Whole Time Directors and Chairman are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act, as the case may be.

### **Reward principles and objectives**

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity, independence etc.

### **Key Managerial Personnel and Senior Management**

Appointment, cessation and remuneration of KMP are subject to the approval of the NRC and the Board of Directors and are set at a level aimed at attracting and retaining executives with professional competence, showing good performance towards achieving Company goals. Their remuneration comprises a fixed salary, bonus as per Company's policy and retirement benefit as per statute.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

Motivation /Reward - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by Chairman based on the appraisal and recommendation of the concerned Whole Time Director, where applicable.

Severance payments- in accordance with terms of employment and applicable statutory requirements.

### **Disclosure of Information**

Information on the total remuneration of members of the Company's Board of Directors and senior management may be disclosed in the Company's annual financial statements, as per statutory requirements.

### **Approval of the Remuneration Policy**

This Remuneration Policy shall apply to all future members of Company's Board of Directors and Key Managerial Persons. Any departure from the policy shall be recorded and reasoned in the Board's minutes.

### **Dissemination**

The Company's Remuneration Policy shall be published on its website.



**MANAGEMENT DISCUSSION & ANALYSIS**

**World Economy**

Consequent upon a protracted trade stand-off among some major countries and reciprocal tariff impositions, the global demand scenario, during the most part of the Year 2019 had remained muted and adversely impacted economic activity. A hugely tagging automobile and capital goods industry, coupled with subdued oil prices, brought the global output down. Growth rate of 2.9%, the lowest in the past decade was the result, inspite of the Central Bank of most major Countries lowering Interest rates & other supportive actions.

The last quarter of the Financials year also witnessed COVID- 19, a pandemic, perhaps the worst crisis of the century, forcing most countries to resort to lock down. Still, the cost of Life & Economic activity has been huge. All the estimates, therefore will have to be given a fresh look, taking into account the impact of this crisis.

**Indian Economy:**

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world. With the improvement in the economic scenario, there have been several investments in various sectors of the economy. The interim Union Budget for 2019-20 focuses on supporting the needy farmers, economically less privileged, workers in the unorganized sector and salaried employees, while continuing the push towards better physical and social infrastructure. Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. The Government of India, under the Make in India initiative, is trying to give boost to the manufacturing sector Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy. India is expected to be the third largest consumer economy as its consumption may triple {Credits: Indian Brand Equity}

**Real Estate Scenario in India:**

Over the past few years, the Authorities have taken quite a few initiatives to reform the industry and bring in transparency, liquidity, level playing field towards developing a just and orderly real estate industry. This sector has long been acknowledged, GDP & other structural growth with its forward & backward linkages to several industries and services.

Adoption of Real Estate Regulation & Development Act, 2016 (RERA), by most States in India has unheard in a Regulated, organised and disciplined fields for all Real Estate players. Implementation of Goods and Services Act (GST) has given a unified single market with tax transparency and predictable, simplified and rationalized tax structure. The above measures have favorably impacted investment in real estate, both from domestic and Foreign Players.

In the short and medium term, however, the Real Estate sector will have to face the impact of COVID- 19 due to migration of labour, disruption of supply chain for raw materials, job loss across the industries, closure of some industries particularly in the SME segment and overall adverse sentiments.





## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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

The area of operation of your Company is mainly the Western suburbs of Mumbai. Identifying and developing stand alone buildings in the luxurious and semi-luxurious segment is the specialization of the Company. This segment has been passing through a lean phase due to severe shortage of affordable, acceptable and clean spaces within the area of operation. As a prudent measure, therefore, it was decided by your management not to venture into projects of uncertain specifications, but retain the liquidity for future investment in appropriate projects. Consequently, income of Rs. 4,23,45,791/- by your Company in the year 2019- 2020, comprises of Business and other Income as compared to Rs. 7,54,55,003/- in the previous Year 2018- 2019.

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

It is believed that the demand for Real Estate shall be strong in medium to Long Term. While the government regulation initiatives like Housing for all and the Smart Cities concept shall create opportunities and improve the demand for Real Estate. The Real Estate sector also awaits critical examinations of the impact of COVID- 119 in all its aspects.

Your Company did not invest in real estate in the earlier scenario and the surplus cash provides an opportunity keeping in cash format providing an opportunity to acquire acceptable projects, when available.

Also the Increased cost of manpower; rising cost of construction and over regulated environment is a concern for your Company. However the management of the Company shall timely capitalize on the market opportunities considering the strengths it possesses.

### **Segment Performance:**

Your Company operates in a single business segment, namely property development; hence, no further disclosure is required under Accounting Standard 108 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.

### **Accounting Treatment:**

The Company has duly complied with the prescribed Accounting Standards and have not followed any alternative method.

### **Disclaimer:**



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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.

**Date: 12.11.2020**

**By order of the Board of Directors**

**Place: Mumbai**

**Prime Property Development Corporation**

**Limited**

**Sd/-**

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

**Padamshi L. Soni**

**Chairman**

**DIN: 00006463**



# **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

## **REPORT ON CORPORATE GOVERNANCE for the year 2019-2020**

**(Pursuant to 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 Report in the Annual Report in Compliance with Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("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 "SEBI (LODR Regulations)" are in place.

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated "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 "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.

As on 31st March, 2020, strength of the Board of Directors was six, whose composition is given below:



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

Promoter, Chairman - 1  
Promoter, Whole Time Directors - 2  
Independent Directors - 3

During the financial year ended 31st March, 2020, Five Board Meetings were held on 30<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 12<sup>th</sup> November, 2019, 24<sup>th</sup> December, 2019 and 12<sup>th</sup> February, 2020.

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, 2020, were as under:

Name of the Director	Composition and Category	No. of Board Meetings attended	Relationship	Attendance at last AGM held on Sept. 30, 2019	No. of Directorship in other Companies	No. of committee positions held in other Companies	Number of Shares held
Shri Padamshi L. Soni	Chairman and Promoter	5	Father of Mr. Manish P. Soni and Mr. Vishal P. Soni	Yes	1	Nil	98,63,114
Shri Yadavrao C. Pawar	Independent Director	5	NA	Yes	NIL	Nil	Nil
Shri Ishwarchand G. Shah	Independent Director	3	NA	Yes	NIL	Nil	Nil
**Mrs. HiralPasad	Independent Director	5	NA	Yes	Nil	Nil	Nil
Shri Manish P. Soni	Whole time Director and Promoter	4	Son of Padamshi L. Soni and Brother of Mr. Vishal P. Soni	Yes	1	Nil	2,00,000
Shri Vishal P. Soni	Whole time Director and Promoter	5	Son of Padamshi L. Soni and Brother of Mr. Manish P. Soni	Yes	1	Nil	2,00,000

\*\*Mrs. HiralPasad resigned from Board of Directors of the Company w.e.f. 30<sup>th</sup> June, 2020.

The following Directors were appointed by the Board:-

Name	Mr. Satendra Kumar Bhatnagar	Mr. Alok Chowdhury	Mrs. Meena Kapadi
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## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

Date of Appointment	12.11.2020	12.11.2020	12.11.2020
Qualifications	MA, LLM	M.A.-ECONOMICS/ C.A.I.I.B	Chartered Accountant

The Familiarization program for Independent Directors is available at the link [www.ppdcl.com](http://www.ppdcl.com)  
 Note: Independent Directors have the same meaning as interpreted SEBI (LODR) Regulation 2015 and Companies Act 2013.

### SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS

The following is the list of core skills / expertise /competencies identified by the Board of Directors that are required in the context of the Company's business and that the said skills are available with the Board Members:

Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks/ threats and potential opportunities and knowledge of the industry in which the Company operates.

Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company

Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision Making  
 Financial and Management skills.

Professional skills and specialized knowledge in relation to Company's business

### **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 as defined in the SEBI (LODR) Regulation 2015 and Companies Act 2013 as amended from time to time, interalia, is:

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

The Statutory Auditors of the Company are invited to attend Audit Committee Meetings, to discuss and review the quarterly/ half yearly unaudited results, the annual audited accounts, internal audit, matters relating to the compliance with accounting standards,



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

Auditor's observations arising from the audit of the Company's accounts and other related matters.

The Chairperson of the Audit Committee is an Independent Director. She was present in AGM of the Company held on 30.09.2019. During the financial year ended 31st March, 2019 four Audit Committee Meetings were held on 30<sup>th</sup> May, 2019, 14<sup>th</sup> August, 2019, 12<sup>th</sup> November, 2019, and 12<sup>th</sup> February, 2020.

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
**Mrs. Hiral Pasad	Chairperson, Independent Director	4
Shri Ishwarchand G. Shah	Member, Independent Director	3
Shri Yadavrao C. Pawar	Member, Independent Director	4
Shri Padamshi L. Soni	Member, Promoter Directors	4

\*\*Mrs. Hiral Pasad resigned from the Company on 30<sup>th</sup> June, 2020.

#### 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 Remuneration Committee met Four times during the year 2019-2020 on 30<sup>th</sup>May, 2019, 14<sup>th</sup> August, 2019, 24<sup>th</sup> December, 2019 and 12<sup>th</sup> February, 2020.

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	3
**Mrs. Hiral Pasad	Member, Independent Director	4
Shri Yadavrao C. Pawar	Member, Independent Director	4



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

\*\*Mrs. Hiral Pasad resigned from the Company on 30<sup>th</sup> June, 2020.

The remuneration package/sitting fee given to the directors during the year 2019- 2020 is as follows:

### a. Non-Executive Director

-Name	Commission	Sitting Fees
Shri Yadavrao C. Pawar	Nil	Rs. 25,000/- per person per meeting plus expenses not more than Rs. 5000/-.
Shri Ishwarchand G. Shah	Nil	
**Mrs. Hiral Pasad	NIL	

\*\*Mrs. Hiral Pasad resigned from the Company on 30<sup>th</sup> June, 2020.

### 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	30,00,000	-	-	-
Shri Manish P. Soni	36,00,000	-	-	-
Shri Vishal P. Soni	36,00,000	-	-	-

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, 2020 are given below:

Name	Number of Equity Shares
Shri Padamshi L. Soni	98,63,114
Shri Manish P. Soni	2,00,000
Shri Vishal P. Soni	2,00,000
Shri Yadavrao C. Pawar	Nil
Shri Ishwarchand G. Shah	Nil
Mrs. Hiral Pasad	Nil

## 5. STAKEHOLDERS RELATIONSHIP COMMITTEE





## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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

The report received from the Share Transfer Agents as reviewed by the Committee is placed at the Board Meetings from time to time. During the financial year ended March 31, 2020, four Stakeholders Relationship Committee Meetings were held on four Board Meetings were held on 30th May, 2019, 14th August, 2019, 12<sup>th</sup> November, 2019, and 12th February, 2020.

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	Chairman, Independent Director	4
Shri Manish Soni	Member, Whole Time Director	3
Shri Ishwarchand Shah	Member, Independent Director	3
Shri Vishal Soni	Member, Whole Time Director	4

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, 2020.

All the requests for transfer & and requests for dematerialization of shares, if any, were duly complied as on March 31, 2020.

Name and designation of Compliance Officer Mrs. Nikita Shah Company Secretary and Compliance officer Email:compliance\_officer@ppdcl.com, Ph.No.: 26242144.

### 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, 2020, One Corporate Social Responsibility (CSR) Committee Meetings was held on 30<sup>th</sup> May, 2019.

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
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## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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, 2020, one Risk Management Committee Meeting was held on 14<sup>th</sup> August, 2019.

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, 2020, the Independent Directors met on 14<sup>th</sup> August, 2019. 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
**Mrs. Hiral Pasad	Independent Director	1

\*\*Mrs. Hiral Pasad resigned from the Company on 30<sup>th</sup> June, 2020.

### 8. SUBSIDIARY COMPANY

Sea-king Club Private Limited, 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. The Audit Committee of Prime Property Development Corporation Limited reviews the



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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 Limited. 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 31.03.2020.

### 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
27 <sup>th</sup> AGM	2018-19	30 <sup>th</sup> September, 2019	12:30 P.M.	101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049	<ol style="list-style-type: none"> <li>To approve the remuneration of Mr. Manish P. Soni (DIN 00006485), Whole Time Director with reference to the reappointment made at the 24th Annual General Meeting.</li> <li>To approve the remuneration of Mr. Vishal P. Soni (DIN 00006497), Whole Time Director with reference to the reappointment made at the 24th Annual General Meeting.</li> <li>Remuneration to Mr. Padamshi Soni (DIN 00006463), Chairman of the Company.</li> </ol>
26 <sup>th</sup> AGM	2017-18	29 <sup>th</sup> September, 2018	12:30 P.M.	101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049	<ol style="list-style-type: none"> <li>To approve the continuation of employment of Mr. P L Soni (DIN: 00006463), Chairman upon attaining the age of 70 (Seventy) years.</li> <li>To approve the continuation of appointment of Shri Ishwarchand G. Shah (DIN: 02512385) as an Independent Director.</li> <li>To approve the continuation of appointment of Shri Yadavrao C. Pawar (DIN: 00068736) as an Independent Director.</li> </ol>
25 <sup>th</sup> AGM	2016-17	29 <sup>th</sup> September, 2017	12:00 P.M.	101, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile	<ol style="list-style-type: none"> <li>To pay commission to Shri. P. L. Soni (DIN 00006463) Chairman.</li> </ol>



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

				Parle (West), Mumbai- 400049	
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Special resolutions were passed in the meetings by the shareholders in the respective year.

No Extraordinary General Meeting was held during the year 2019-2020.

### 10. POSTAL BALLOT

During the Financial Year 2019-2020, no resolution was passed through Postal Ballot.

### 11. DISCLOSURES

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

Outstanding Loan of Rs. 11,33,54,846/- was given by the Company to Sea-King Club Private Limited. as on 31.03.2020 as against Rs. 11,16,05,393/- in the year 31.03.2019.

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).

### 12. 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.

### 13. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

As required by Schedule V of the Listing Regulations, the Auditor certificate on corporate governance is attached to this report.

### 14. 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).



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

Management Discussion & Analysis Report for the year ended March 31, 2020 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) and [compliance\\_officer@ppdcl.com](mailto:compliance_officer@ppdcl.com)

### 15. 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).

Financial Year	Date of Declaration of Dividend	%age of declaration of	of	Unclaimed Amount as on 31st March, 2020	Due Date for transfer to IEPF Account
2012-2013	30 <sup>th</sup> September, 2013	20% of paid up share capital	up	564,245	5 <sup>th</sup> November 2020
2013-2014	NA	NA		NA	NA
2014-2015	30 <sup>th</sup> September, 2015	20% of paid up share capital	up	877,205	5 <sup>th</sup> November 2022
2015-2016	30 <sup>th</sup> September, 2016	20% of paid up share capital	up	461,722	5 <sup>th</sup> November 2023
2016-2017	29 <sup>th</sup> September, 2017	20% of paid up share capital	up	469,834	4 <sup>th</sup> November 2024
2017-2018	29 <sup>th</sup> September, 2018	20% of paid up share capital	up	407,985	4 <sup>th</sup> November 2025
2018-2019	NA	NA		NA	NA

Pursuant to the provisions of Section 124 & 125 of the Companies Act, 2013, as amended, dividend and shares for the financial year ended 31<sup>st</sup> March 2012 which remain unpaid or unclaimed for a period of 7 years was transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed the dividend warrant pertaining to the financial year ended 31<sup>st</sup> March 2013 are requested to approach the company before the due date.

The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unpaid / unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividend / shares are transferred to the IEPF Authority can claim their shares / dividend from the Authority.

In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement. In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, Rs. 2,23,080/- of unpaid / unclaimed dividends and 6,148 shares were transferred during the financial year 2019-20 to the Investor Education and Protection Fund.

### 16. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN)



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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.

### 17. 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 2019-20 were published in The Free Press Journal (English Edition) and Navshakti (Marathi Edition) Newspapers as detailed below:

Quarter (F. Y. 2019-2020)	Date of Board Meeting	Date of publication
1. 30th June, 2019	14 <sup>th</sup> August, 2019	15 <sup>th</sup> August, 2019
2. 30th September, 2019	12 <sup>th</sup> November, 2019	13 <sup>th</sup> November, 2019
3. 31st December, 2019	12 <sup>th</sup> February, 2020	13 <sup>th</sup> February, 2020
4. 31st March, 2020	30 <sup>th</sup> June, 2020 (Extension for holding Board Meeting was granted by SEBI due to COVID- 19 pandemic.	NA (Exemption granted due to COVID- 19 pandemic).

### 18. 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>)

### 19 ANNUAL REPORTS:

Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, and Directors' Report along with relevant annexures, Business Responsibility/Sustainability Report, 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.

### 20. 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



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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 Central Depository Services Limited ("CDSL").

### 21. SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL

As required by Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, (now known as Regulation No. 76 of the SEBI (Depositories and participants) Regulations, 2018) 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, 2020, 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.

### 22. GENERAL SHAREHOLDER INFORMATION

Day, Date and Time: Saturday, 26<sup>th</sup> December, 2020 at 12.30 P.M.

Venue: 28<sup>th</sup> Annual General Meeting of the Company to be held via Video Conferencing or Any other Video Means (AOVM).

#### Financial Calendar:

Results for quarter ending June,2020	Declared on 15 <sup>th</sup> September, 2020 (Extension for holding Board Meeting was granted by SEBI due to COVID- 19 pandemic.
Results for quarter ending Sept., 2020	Held on 12 <sup>th</sup> November, 2020 (Due date for the same was by 14 <sup>th</sup> November, 2020)
Results for quarter ending Dec., 2020	By February 14,2020
Results for Year ended March, 2021	By May 30,2021

c) Date of Book Closure: 20<sup>th</sup> December, 2020 upto 26<sup>th</sup> December, 2020 (both days inclusive)

d) Listing on Stock Exchange: Shares of the Company are listed on BSE Limited. The company has duly paid the listing fees

e) Stock Codes (for shares): 530695 Symbol (for shares): PRIMEPROP

Demat ISIN Number in NSDL & CDSL: INE233C01023

Dividend Payment Date (if declared): The Directors have not proposed any Dividend for the year 2019-2020.

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



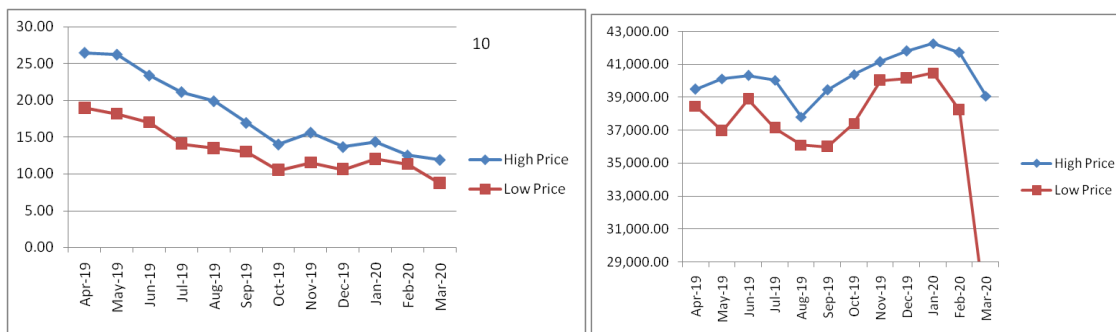


## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

Month	Prime Property Development Corporation Limited.		Sensex/ S & P BSE	
	High	Low	High	Low
Apr 2019	26.50	19.00	39,487.45	38,460.25
May 2019	26.25	18.20	40,124.96	36,956.10
Jun 2019	23.40	17.00	40,312.07	38,870.96
Jul 2019	21.15	14.10	40,032.41	37,128.26
Aug 2019	19.90	13.50	37,807.55	36,102.35
Sep 2019	16.94	13.00	39,441.12	35,987.80
Oct 2019	14.00	10.50	40,392.22	37,415.83
Nov 2019	15.62	11.50	41,163.79	40,014.23
Dec 2019	13.65	10.61	41,809.96	40,135.37
Jan 2020	14.37	12.01	42,273.87	40,476.55
Feb 2020	12.51	11.33	41,709.30	38,219.97
Mar 2020	11.90	8.690	39,074.90	25,650.80

### Market Price Data

### S & P BSE Sensex



### g) Registrar and Transfer Agents:

M/s LINK INTIME INDIA PRIVATE LIMITED  
 C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083  
 Tel: 022-49186000 Fax: 022-49186060.  
 website: [www.linkintime.co.in](http://www.linkintime.co.in)

### h) Share Transfer System:



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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, 2020:

No. of Equity Shares Held	Shareholders		No. of Shares	
	No	% of Total	No. of shares held	% of Total
UPTO 500	2353	75.9522	368619	2.1720
501-1000	317	10.2324	260197	1.5332
1001-2000	183	5.907	289793	1.7076
2001-3000	56	1.8076	146106	0.8609
3001-4000	51	1.6462	185878	1.0953
4001-5000	37	1.1943	174449	1.0279
5001-10000	48	1.5494	340746	2.0078
10000- And Above	53	1.7108	15205292	89.5953
<b>Total</b>	3098	100	16971080	100

j. Share Holding Pattern as on March 31, 2020:

	Category	No. of shares	% of Shareholding
a.	Promoter's holding	1,22,40,536	72.13
b.	FII's	0	0
c.	Corporate Bodies	11,53,907	6.805
d.	Public (In India)	3024909	18.50
e.	NRIs / OCBS	57,095	0.38
f.	Clearing Member	12,339	0.07



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

g.	Any Other (Trust/ HUF)	2,51,799	1.48
h.	Investor Education And Protection Fund	1,06,201	0.62
<b>GRAND TOTAL</b>		<b>1,69,71,080</b>	<b>100.00</b>

### K. Top 10 Shareholders as of March 31, 2020:

Sr no	Name of the Shareholder	Shares	% of holding
1	ZIRCON TRADERS LIMITED	3,08,158	1.8158
2	MANORAMA TILAKCHAND	3,07,914	1.8143
3	PRECISE CONSULTING & ENGINEERING PVT LIMITED	2,78,440	1.6407
4	DIPTI D KOTHARI	2,00,000	1.1785
5	MINAL FINANCE PRIVATE LIMITED	1,65,000	0.9722
6	SHALIBHADRA PROPERTIES PRIVATE LIMITED	1,20,000	0.70701
7	SHABBIR M SOMJI	1,19,000	0.7012
8	MIDAS JEWELS PRIVATE LIMITED	1,15,000	0.6776
9	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	1,12,349	0.6258
10	DILSHAD S SOMJI	1,02,000	0.601

### CORPORATE BENEFITS TO SHAREHOLDER

Dividend declared for last Eight Years:

Financial Year	Dividend declared date	Dividend Rate (%)
18-19	NA	NA
17-18	29th September, 2018	20% of paid up Share Capital
16-17	29th September, 2017	20% of paid up Share Capital
15-16	30th September, 2016	20% of paid up Share Capital



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

14-15	30th September, 2015	20% of paid up Share Capital
13-14	NA	NIL
12-13	30th September, 2013	20% of paid up Share Capital
11-12	29th September, 2012	10% of paid up Share Capital

### L. Dematerialization of shares:

99.29% of the Company's paid up equity share capital has been dematerialized up to March 31, 2020. 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, 2020 are as under:

Depository	No. Of Shares	% Of Capital
CDSL	16,85,175	9.92
NSDL	1,51,66,651	89.37
Physical	1,19,254	0.71
Total	1,69,71,080	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.

Further, as per SEBI notification Number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 regarding amendment to Regulation 40 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) regulation with reference to mandatory dematerialization for transfer of securities Thus, from December 05, 2018, or any other date as may be prescribed the shareholders will not be able to transfer their shares in physical mode. They will be required to dematerialize it first before transferring to anybody.

**M. During the year, details of fees paid/payable to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part, by the Company and its subsidiaries, are given below:**

Particulars	By the Company	By the Subsidiaries	Total Amount
Audit Fees	3,54,000/-	-	3,54,000/-
Tax Matters	51,754/-	-	51,754/-



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

Certification Other Services	1,41,600/-	-	1,41,600/-
<b>Total</b>	<b>5,47,354/-</b>	<b>-</b>	<b>5,47,354/-</b>

### N. Disclosure on Sexual Harassment of Women at Workplace:

The management takes due care of employees with respect to safeguard at workplace. Further, No complaints are reported by any employee pertaining to sexual harassment.

- Number of Complaints filed during the Financial Year: NIL
- Number of Complaints disposed of during the Financial Year: Not Applicable
- Number of Complaints pending during the Financial Year: NIL

O. The Company has complied with all the requirements of corporate governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

### 23. PREVENTION OF INSIDER TRADING

The Securities and Exchange Board of India (SEBI) notified SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which came into effect from 01st April, 2019. Pursuant thereto, the Board of Directors of the Company has approved and adopted a new Code of Conduct for Prevention of Insider Trading which is posted on Company's website i.e. [www.ppdcl.com](http://www.ppdcl.com)

This code prohibits the purchase or sale of Company's shares by the Director's, designated employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company when the trading window is closed.

All the Board of Directors, designated employees and connected persons have affirmed their compliance with the Code.

### 24. ADOPTION OF MANDATORY/ NON MANDATORY/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:

- 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.
- 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.
- Modified Opinion in Auditors Report: The Company's financial statement for the financial year 2018-19 does not contain any modified audit opinion.
- Separate posts of Chairman and Managing Director or CEO: The Chairman's Office is separate from that of the Chief Executive Officer.
- Reporting of Internal Auditor: The Internal Auditor reports are communicated to the Audit Committee.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

- vi. The Quarterly Report on Corporate Governance Report, Statement of Investor Complaints, Shareholding pattern and financial results are posted on the Company's website i.e. [www.ppdcl.com](http://www.ppdcl.com)
- vii. A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority

### **25. 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 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel: 022-49186000 Fax: 022-49186060. website: [www.linkintime.co.in](http://www.linkintime.co.in) Email: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)

### **26. 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 Mrs. Nikita Shah, Company Secretary and Compliance officer, on [compliance\\_officer@ppdcl.com](mailto:compliance_officer@ppdcl.com) or at the registered office of the Company or to Link Intime India Pvt. Limited. on above mentioned contact details.

**Date: 12.11.2020**

**Place: Mumbai**

**501, SoniHouse, Plot No.34,  
Gulmohar Road No.1,  
JVPD Scheme, Vile Parle (W),  
Mumbai -400049.**

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

**Sd/-  
Padamshi L. Soni  
Chairman  
DIN: 00006463**



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

**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**

Sd/-  
Kumar G. Vora  
C.E.O

Sd/-  
Amit Bhansali  
CFO

Place: Mumbai  
Date: 12.11.2020

**DECLARATION OF CODE OF CONDUCT**

As per 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, 2020.

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

Sd/-  
Kumar G. Vora  
C.E.O

Place: Mumbai  
Date: 12.11.2020



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

**Certificate from Practicing Company Secretary  
(Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**Date: 15<sup>th</sup> June, 2020**

**To  
The Board of Directors,  
Prime Property Development Corporation Limited  
Mumbai.**

**Subject: Declaration by Practicing Company Secretary pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding non-disqualification of the Directors.**

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the basis of the declaration received from the Directors of Prime Property Development Corporation Limited (the 'Company'), I Mr. Suhas Sadanand Ganpule, Company Secretary in Practice hereby declare that the under stated Directors of the Company are not debarred or disqualified from being appointed or to continue as Directors of the Company by the SEBI/Ministry of Corporate Affairs or any another Statutory Authority for the year ended March 31, 2020:

<b>Name of the Director</b>	<b>DIN</b>
Mr. Padamshi Ladhubhai Soni	00006463
Mr. Manish Padamshi Soni	00006485
Mr. Vishal Padamshi Soni	00006497
Mr. Yadavrao Chindha Pawar	00068736
Mr. Ishwarchand Gulabchand Shah	02512385
Mrs. Hiral Neel Pasad	07134962

**For S G & Associates  
Practicing Company Secretary**

**Sd/-  
Suhas S. Ganpule  
Proprietor  
ACS: 12122, CP No. 5722  
UDIN: A012122B001185206**





# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

## CEO and CFO Certification (Pursuant to Regulation 17(8) of SEBI (LODR), Regulations, 2015)

To,  
The Board of Directors,  
Prime Property Development Corporation Limited

In compliance with Regulation 17 (8) read with Schedule II Part B of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, we hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2020 and that to the best of our knowledge and belief, we state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year ended 31st March, 2020 which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We hereby declare that all the Members of the Board of Directors have confirmed compliance with the Code of Conduct of the Company.
- D. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- E. We have indicated to the Auditors and the Audit Committee:
- (i) that there are no significant changes in internal control over financial reporting during year;
  - (ii) that there are no significant changes in accounting policies during the year; and hence there are no disclosures to be made regarding the same in the notes to the financial results; and
  - (iii) that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

For, Prime Property Development Corporation Limited

Sd/-  
Kumar G. Vora  
Chief Executive Officer

Sd/-  
Amit Bhansali  
Chief Financial Officer

Date: 12.11.2020  
Place Mumbai



# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,  
The Members of,  
PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

We have examined the compliance of conditions of Corporate Governance by PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED (the 'Company'), for the year ended March 31, 2020, as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pursuant to the Listing Agreement of the said Company with Stock Exchange.

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

For Chhajed & Doshi.,  
CHARTERED ACCOUNTANTS  
(ICAI Firm Reg. No.: 101794W)

Sd/-  
H. N. Motiwalla  
PARTNER  
(Membership No. 011423)  
UDIN: 20011423AAAAA8412

Place: Mumbai  
Date: 12.11.2020



# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

## INDEPENDENT AUDITORS' REPORT

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

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying Standalone Financial Statements of **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED** ("the Company"), which comprise the Balance Sheet as at 31 March 2020, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed u/s 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2020, the Profit and Total Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the company in Accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provision of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Standalone Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Ministry of Home Affairs on March 24, 2020 notified a nation wise lockdown in India to contain the outbreak of the COVID-19 pandemic due to which there have been several restrictions imposed by the Government across the globe on the travel, movement of goods and transportation considering public health and safety measures. In view of the lockdown across the country, operations of the Company's are not affected much from March 21, 2020. As per the management no significant impact on carrying amounts of inventories, trade receivable and other financial assets is expected and the management continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

estimated as on the date of approval of these financial results. The operations have not been resumed till date.

During the year, the interest on Project Finance has not been provided by the company due to delay on realization of interest as well as project amount on due date and the matter is under litigations. However, the management assures that all necessary follow ups are made to ensure streamlining the receipts.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements. As part of an audit in accordance with SA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty does not exist. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("The Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure A, 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;



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rule 7 of the Companies (Accounts) Rules, 2014;

e) On the basis of written representations received from the directors as on 31 March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) 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, as amended 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. The Company is not liable to transfer any amount to the Investor Education and Protection Fund.

For Chhajed & Doshi  
Chartered Accountants  
(ICAI FRNo. **101794W**)

Sd/-  
(H. N. Motiwalla)  
Partner  
(Membership No. 011423)  
Place: Mumbai  
UDIN: 20011423AAAAA05250



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

### Annexure A to the Auditors' Report

The Annexure referred to in paragraph 1 under "Report on Other legal and Regulatory Requirements" section of our Report to the members of the Company on the Standalone Financial Statements for the year ended 31<sup>st</sup> March 2020.

(i) In respect of its Fixed Assets

(a) The Company has maintained proper records showing full particulars including quantitative details and situation of 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) According to the information and explanation given to us, the title deeds of immovable properties are held in the name of the Company.

(ii) In respect of inventories

During the year under review, the Company does not have any inventory. Hence, provisions of clause 3(ii) of the Order are not applicable to the Company.

(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 Act;

(a) In our opinion and according to the information and explanation given to us, the terms and conditions of the grants of such loan are prima facie not prejudicial to the company's interest.

(b) In respect of aforesaid loan, the schedule of repayment of principal and interest are mutually decided and the same are not prejudicial to the company's interest, and the repayments are as per terms and conditions.

(c) In respect of the aforesaid loan, the principal and interest are not overdue. However, these observations are subject to matters stated in Key Audit Report

(iv) In our Opinion and according to the information and explanation given to us, The Company has complied with the provisions of section 185 and 186 of the Act in respect of granting of loans, making investments, providing guarantees and securities, as applicable.

(v) The Company has not accepted any deposits within the meaning of Section 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly the provisions of clause 3 (v) of the Order are not applicable.

(vi) According to us the provisions of sub-clause (vi) of clause 3 of the order regarding maintenance of cost records is not applicable.

(vii) According to information and explanation given to us, In respect to statutory dues

(a) The Company has generally been regular in depositing undisputed statutory dues under Income tax, Goods & Service Tax and other Statutory Dues as applicable to it with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above were outstanding as at 31<sup>st</sup> March, 2020 for a period of more than six months from the date on when they became payable.



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

(b) According to the information and explanations given to us, there are no dues in respect of Income Tax, Goods & Service Tax and other Statutory Dues as applicable to it, outstanding on account of any dispute.

(viii) The Company has not taken any loans or borrowings from financial institutions, banks and Government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

(ix) The Company has not raised any moneys by way of Initial Public Offer or further public offer or obtained term loans during the year. Hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

(x) To the best of our knowledge and according to the information and explanation given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during this year.

(xi) In our opinion and according to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid managerial remuneration to key management personnel during the year under review in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.

(xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with section 177 and section 188 of the Act, as applicable, and the details have been disclosed in the Standalone Financial Statements as required by the applicable accounting standard.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with them and hence reporting under clause 3 (xv) of the Order is not applicable to the Company.

(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 Chhajed & Doshi  
Chartered Accountants  
(ICAI FRNo. **101794W**)

Sd/-  
(H. N. Motiwalla)  
Partner  
(Membership No. 011423)  
Place: Mumbai  
UDIN: 20011423AAAAA05250



**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**CIN : L67120MH1992PLC070121**  
**STANDALONE BALANCE SHEET AS AT 31st MARCH 2020**

( Figures in Rs )

	Schedule	As at 31st March 2020	As at 31 March 2019
<b>ASSETS:</b>			
<b><u>NON CURRENT ASSETS:</u></b>			
Property, Plant & Equipment	A	1,80,89,423	1,92,39,453
Financial Assets			
(i) Investments	B	30,10,88,489	30,13,52,955
(ii) Loans	C	63,48,89,846	63,93,05,393
Deffered Tax Assets	D	-	-
Other Non Current Asset	E	3,18,26,137	3,18,26,137
<b>Total Non Current Asset</b>		<b>98,58,93,895</b>	<b>99,17,23,938</b>
<b><u>CURRENT ASSETS:</u></b>			
Inventories	F	-	-
Financial Assets:			
(i) Cash & Cash Equivalents	G	84,08,137	87,50,645
(ii) Other Financial Assets	H	40,973	11,76,519
<b>Total Current Asset</b>		<b>84,49,110</b>	<b>99,27,164</b>
<b>Total Assets</b>		<b>99,43,43,005</b>	<b>1,00,16,51,102</b>
<b>EQUITY AND LIABILITIES:</b>			
<b><u>EQUITY</u></b>			
Equity Share Capital	I	8,48,55,400	8,48,55,400
Other Equity		87,24,90,069	85,63,41,724
		<b>95,73,45,469</b>	<b>94,11,97,124</b>
<b><u>NON CURRENT LIABILITIES:</u></b>			
Financial Liabilities			
(i) Other Financial Liabilities	J	1,20,00,000	3,75,00,000
Provisions	K	53,76,898	50,24,464
Deferred tax liabilities (net)	L	43,91,879	42,35,424
		<b>2,17,68,777</b>	<b>4,67,59,888</b>
<b><u>CURRENT LIABILITIES:</u></b>			
Financial Liabilities			
(i) Trade Payables	M	8,70,407	8,84,289
(ii) Other Financial Liabilities	N	27,80,991	30,06,071
Provisions	O	67,29,967	80,98,932
Other Current Liabilities	P	48,47,394	17,04,799
		<b>1,52,28,758</b>	<b>1,36,94,090</b>
<b>Total Equity and Liabilities</b>		<b>99,43,43,005</b>	<b>1,00,16,51,102</b>

Significant Accounting Policies & Other  
Additional Disclosure

1 - 3

As per our Report of even date attached

For Chhajer & Doshi  
CHARTERED ACCOUNTANTS  
(ICAI FR No.: 101794W)

H. N. MOTIWALLA  
PARTNER  
(Membership No.: 011423)

For and on behalf of the Board of Directors

PADAMSHI L. SONI (DIN No: 00006463)	CHAIRMAN
Y. C. PAWAR (DIN No: 00068736)	INDEPENDENT DIRECTOR
MANISH P. SONI (DIN No: 00006485)	WHOLETIME DIRECTOR
VISHAL P. SONI (DIN No: 00006497)	WHOLETIME DIRECTOR
KUMAR G. VORA	CHIEF EXECUTIVE OFFIC
AMIT BHANSALI	CHIEF FINANCIAL OFFICE
NIKITA A SHAH (Membership No.: A44264)	COMPANY SECRETARY

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**CIN : L67120MH1992PLC070121**  
**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH 2020**

( Figures in Rs )

PARTICULARS	Schedule	For the year ended 31st March, 2020	For the year ended 31st March, 2019
<b>INCOMES</b>			
Revenue from Operations	Q	3,63,00,000	7,00,00,000
Other Income	R	60,45,791	54,55,003
<b>Total Income</b>		<b>4,23,45,791</b>	<b>7,54,55,003</b>
<b>EXPENSES</b>			
Cost of Material Consumed	S	15,30,000	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	T	-	-
Employee Benefits expenses	U	1,56,78,418	1,91,68,414
Finance Cost	V	-	-
Depreciation & Amortisation	A	8,43,557	8,02,638
Other Expenses	W	86,41,565	1,12,87,904
<b>Total Expenses</b>		<b>2,66,93,540</b>	<b>3,12,58,956</b>
Profit / (Loss) before tax		<b>1,56,52,250</b>	<b>4,41,96,046</b>
Tax Expense:			
(1) Current tax		43,25,000	1,30,00,000
(2) Deffered tax		1,56,455	5,83,265
(3) (Excess)/short tax provision for earlier years		(43,14,746)	1,36,850
Tax expense		1,66,709	1,37,20,115
<b>Profit / (Loss ) after tax</b>		<b>1,54,85,541</b>	<b>3,04,75,931</b>
<b>Other Comprehensive Income</b>		<b>6,62,804</b>	<b>2,14,131</b>
<b>Total Profit / (Loss) for the year</b>		<b>1,61,48,345</b>	<b>3,06,90,062</b>
Earning per equity share of Rs. 10 each Basis & Diluted		0.95	1.81

Significant Accounting Policies & Other Disclosure

1 - 3

**As per our Report of even date attached**

For Chhajed & Doshi  
 CHARTERED ACCOUNTANTS  
 (ICAI FR No.: 101794W)

H. N. MOTIWALLA  
 PARTNER

(Membership No.: 011423)

For and on behalf of the Board of Directors

PADAMSHI L. SONI  
 (DIN No: 00006463)

Y. C. PAWAR  
 (DIN No: 00068736)

MANISH P. SONI  
 (DIN No: 00006485)

VISHAL P. SONI  
 (DIN No: 00006497)

KUMAR G. VORA

CHAIRMAN

INDEPENDENT DIRECTOR

WHOLETIME DIRECTOR

WHOLETIME DIRECTOR

CHIEF EXECUTIVE OFFICER

AMIT BHANSALI

CHIEF FINANCIAL OFFICER

NIKITA A SHAH  
(Membership No.: A44264)

COMPANY SECRETARY

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

CIN : L67120MH1992PLC070121

**STANDALONE CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2020**

( Figures in Rs )		
	<b>2019 - 2020</b>	<b>2018 - 2019</b>
	Amount in Rs.	Amount in Rs.
<b>( I ) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) before Tax and Extraordinary items	1,56,52,250	4,41,96,046
<b>ADJUSTMENTS FOR:</b>		
<b>Les</b> Depreciation	8,43,557	8,02,638
Interest income	(44,21,308)	(53,12,029)
Provision for Gratuity	14,02,425	8,75,151
Gratuity Paid	(1,09,512)	-
Operating Profit / (loss) before Working Capital Changes	1,33,67,412	4,05,61,806
(Increase) / Decrease in Other Non Currents Assets	44,15,547	34,93,425
(Increase) / Decrease in Other Currents Assets	11,35,546	(4,66,820)
Increase / (Decrease) in Trade Payables	(13,882)	(7,80,210)
Increase / (Decrease) in Other Long term liabilities	(2,55,00,000)	-
Increase / (Decrease) in Other Current Liabilities	29,17,515	(1,96,75,793)
Cash (used) / generated from Operations	(36,77,861)	2,31,32,409
<b>Les</b> Net Income Taxes paid / (Refund)	(13,92,428)	(86,83,198)
Net Cash Flow from Operating Activities	(A) (50,70,289)	1,44,49,211
<b>( II ) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Income	44,21,308	53,12,029
Capital expenditure on Fixed Assets	(2,24,000)	(10,62,000)
Sale of Fixed Assets	5,30,473	-
Net cash used in investing activities	(B) 47,27,781	42,50,029
<b>III CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend Paid	-	(1,69,71,080)
Tax paid on dividend	-	(34,74,773)
Net cash generated from Financial Activities	(C) -	(2,04,45,853)
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(3,42,508)</b>	<b>(17,46,613)</b>
Cash and cash equivalents at the beginning of the year	87,50,645	1,04,97,258
Cash and cash equivalents at the close of the year	84,08,137	87,50,645
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>	<b>(3,42,508)</b>	<b>(17,46,613)</b>

## Notes:

- The Cash flow statement has been prepared under the Indirect Method as set out in IND AS 7
- Cash and Cash Equivalents includes Cash & Bank Balance and Other Bank Balances
- Figures of Previous years have been regrouped and rearranged wherever necessary to confirm with current year's classification.

As per our attached reports on even date

For Chhajed & Doshi  
CHARTERED ACCOUNTANTS  
(ICAI FR No.: 101794W)

For and on behalf of the Board of Directors

PADAMSHI L. SONI  
(DIN No: 00006463)

CHAIRMAN

Y. C. PAWAR  
(DIN No: 00068736)

INDEPENDENT DIRECTOR

MANISH P. SONI  
(DIN No: 00006485)

WHOLETIME DIRECTOR

H. N. MOTIWALLA  
PARTNER

VISHAL P. SONI  
(DIN No: 00006497)

WHOLETIME DIRECTOR

(Membership No.: 011423)

KUMAR G. VORA

CHIEF EXECUTIVE OFFICER

AMIT BHANSALI

CHIEF FINANCIAL OFFICER

NIKITA A SHAH

COMPANY SECRETARY

(Membership No.:A44264)

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**NOTES TO ACCOUNTS FOR THE PERIOD ENDED 31ST MARCH 2020**

**Note A: Property, Plant & Equipment**

Sr. No.	DESCRIPTION OF ASSET	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
		AS AT 31/03/2019	ADDITIONS DURING THE YEAR	DEDUCTION/ ADJUSTMENTS	AS AT 31/03/2020	UPTO 31/03/2019	FOR THE YEAR	DEDUCTION/ ADJUSTMENTS	UPTO 31/03/2020	AS AT 31/03/2020	AS AT 31/03/2019
1	Office Premises (Land and Building)	2,22,04,369	-	-	2,22,04,369	76,75,471	2,76,616	-	79,52,087	1,42,52,282	1,45,28,898
2	Vehicles (refer note b)	2,38,89,543	-	5,30,473	2,33,59,070	2,26,95,068	-	-	2,26,95,068	6,64,002	11,94,475
3	Computers	18,89,327	-	-	18,89,327	17,89,863	35,544	-	18,25,407	63,920	99,464
4	Furniture & Fittings	85,80,364	-	-	85,80,364	58,28,947	3,20,608	-	61,49,555	24,30,809	27,51,417
5	Office Equipment	29,97,579	2,24,000	-	32,21,579	23,32,380	2,10,789	-	25,43,169	6,78,410	6,65,199
	<b>Total Rs.</b>	<b>5,95,61,182</b>	<b>2,24,000</b>	<b>5,30,473</b>	<b>5,92,54,709</b>	<b>4,03,21,729</b>	<b>8,43,557</b>	<b>-</b>	<b>4,11,65,286</b>	<b>1,80,89,423</b>	<b>1,92,39,453</b>
	Previous Year Rs.	5,84,99,182	10,62,000	-	5,95,61,182	3,95,19,091	8,02,638	-	4,03,21,729	1,92,39,453	1,89,80,091

Note

- a. The Company is following the method of charging depreciation as per Schedule II of the Companies Act, 2013
- b. The Vehicles are registered with RTO in the name of a Director.

**Note A: Property, Plant & Equipment**

Sr. No.	DESCRIPTION OF ASSET	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK	
		AS AT 31/03/2018	ADDITIONS DURING THE YEAR	DEDUCTION/ ADJUSTMENTS	AS AT 31/03/2019	UPTO 31/03/2018	FOR THE YEAR	DEDUCTION/ ADJUSTMENTS	UPTO 31/03/2019	AS AT 31/03/2019	AS AT 31/03/2018
1	Office Premises (Land and Building)	2,22,04,369	-	-	2,22,04,369	73,98,855	2,76,616	-	76,75,471	1,45,28,898	1,48,05,514
2	Vehicles (refer note b)	2,38,89,543	-	-	2,38,89,543	2,26,95,068	-	-	2,26,95,068	11,94,475	11,94,475
3	Computers	18,89,327	-	-	18,89,327	17,54,319	35,544	-	17,89,863	99,464	1,35,008
4	Furniture & Fittings	75,18,364	10,62,000	-	85,80,364	55,30,245	2,98,702	-	58,28,947	27,51,417	19,88,119
5	Office Equipment	29,97,579	-	-	29,97,579	21,40,604	1,91,776	-	23,32,380	6,65,199	8,56,975
	<b>Total Rs.</b>	<b>5,84,99,182</b>	<b>10,62,000</b>	<b>-</b>	<b>5,95,61,182</b>	<b>3,95,19,091</b>	<b>8,02,638</b>	<b>-</b>	<b>4,03,21,729</b>	<b>1,92,39,453</b>	<b>1,89,80,091</b>
	Previous Year Rs.	5,80,99,832	3,99,350	-	5,84,99,182	3,79,93,950	15,25,141	-	3,95,19,091	1,89,80,091	2,01,05,882

Note

- a. The Company is following the method of charging depreciation as per Schedule II of the Companies Act, 2013
- b. The Vehicles are registered with RTO in the name of a Director.

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

CIN : L67120MH1992PLC070121

Schedules to Assets as at 31st March 2020

	( Figures in Rs )	
	31st March 2020	31st March 2019
<b>B NON CURRENT INVESTMENTS</b>		
<b>Investment stated at Cost</b>		
<b>(A) Investment in Equity Instruments</b>		
<b>(a) Investment in Subsidiaries (Unquoted)</b>		
Sea-King Club Private Limited (100 % Wholly Owned Subsidiary Company) 5,000 (30th June 2019 : 5,000, 1st April 2019 : 5,000) Equity shares of Rs.100/- each fully paid up	30,10,00,000	30,10,00,000
<b>(b) Investments stated at Fair Value through OCI</b>		
Surana Industries Limited 250 (31 March 2020 : 250, 1st April 2019 : 250) Equity shares	398	398
Rathi Steel & Power Limited 2,220 (31 March 2020 : 2,220, 1st April 2019 : 2,220) Equity shares	4,662	4,662
Hubtown Limited 10,821 (31 March 2020 : 10,821, 1st April 2019 : 10,821) Equity shares	83,430	3,47,895
	<u>88,489</u>	<u>3,52,955</u>
	<u><b>30,10,88,489</b></u>	<u><b>30,13,52,955</b></u>
<b>C LOANS</b>		
Loans and Advances to Related Party		
i) Loan to Wholly Owned Subsidiary	90,95,556	73,46,103
ii) Advance for project to Wholly Owned Subsidiary	10,42,59,290	10,42,59,290
Loans and advances to Body Corporates	2,15,35,000	2,50,00,000
Project Finance	50,00,00,000	50,27,00,000
	<u><b>63,48,89,846</b></u>	<u><b>63,93,05,393</b></u>
<b>D DEFERED TAX ASSET (Net)</b>		
Timing Difference on Written Down Value of Assets and Provision for Gratuity		-
	<u>-</u>	<u>-</u>
<b>E OTHER NON CURRENT ASSET</b>		
a. Security Deposits		
Unsecured, considered good	2,26,137	2,26,137
b. Other Advances against property	3,16,00,000	3,16,00,000
	<u><b>3,18,26,137</b></u>	<u><b>3,18,26,137</b></u>
<b>F INVENTORY</b>		
Work in Progress (at Cost)	-	-
	<u>-</u>	<u>-</u>

<b>G CASH AND CASH EQUIVALENT</b>		
Cash in hand	29,74,768	8,71,286
<b>Balance with Bank</b>		
- Current Accounts	26,52,378	48,73,289
- Unpaid Dividend Account	27,80,991	30,06,071
	<b>84,08,137</b>	<b>87,50,645</b>
<b>H OTHER FINANCIAL ASSETS</b>		
Receivables from Related Party	-	50,000
Unsecured, considered good		
Prepaid Expenses	31,973	67,519
Staff Advances	-	20,000
Advances to suppliers	-	10,30,000
CGST Input Tax Credit	4,500	4,500
SGST Input Tax Credit	4,500	4,500
	<b>40,973</b>	<b>11,76,519</b>

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**CIN : L67120MH1992PLC070121**  
**Schedules to Liabilities as at 31st March 2020**

( Figures in Rs )

**I EQUITY SHARE CAPITAL**

**31st March 2020      31st March 2019**

**1. Authorised Capital-**

4,00,00,000 (Previous Years 4,00,00,000 ) Equity Shares of Rs 5/- only

20,00,00,000      20,00,00,000

20,00,00,000      20,00,00,000

**2. Issued, Subscribed & Fully Paid Up-**

1,69,71,080 (Previous Years 1,69,71,080 Equity Shares of Rs 5/- only

8,48,55,400      8,48,55,400

8,48,55,400      8,48,55,400

(a) The Company has only one class of equity shares having a face value of Rs 5/- per share

(b) Each holder of equity shares is entitled to one vote per share

**3. Reconciliation of the number of shares:**

Equity shares of Rs 5/- each	31st March 2020		31st March 2019	
	No. of shares	Rs (Amount)	No. of shares	Rs (Amount)
Shares outstanding at the beginning of the year	1,69,71,080	8,48,55,400	1,69,71,080	8,48,55,400
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the beginning of the year	1,69,71,080	8,48,55,400	1,69,71,080	8,48,55,400

**4. Equity Shares Holders Holding More than 5% of total shareholding**

Name of Shareholders	31st March 2020		As At 31.03.2019	
	No. of Shares Held	Percentage of Shareholding	No. of Shares Held	Percentage of Shareholding
Shri. Padamshi L. Soni	98,63,114	58.12%	98,63,114	58.12%
Smt. Prabhavati P. Soni	17,77,422	10.47%	17,77,422	10.47%
<b>Total</b>	<b>1,16,40,536</b>	<b>68.59%</b>	<b>1,16,40,536</b>	<b>68.59%</b>

Amount in Rs.

**31st March 2020      31st March 2019**

**J OTHER FINANCIAL LIABILITIES**

(a) Others

1,20,00,000      3,75,00,000

1,20,00,000      3,75,00,000

Amount in Rs.

**31st March 2020      31st March 2019**

**K NON CURRENT PROVISIONS**

(b) Provision for Gratuity (Non-Current)

53,76,898      50,24,464

53,76,898      50,24,464

**L DEFERED TAX LIABILITIES (Net)**

Timing Difference on Written Down Value of Assets and Provision for Gratuity

43,91,879      42,35,424

43,91,879      42,35,424

**M TRADE PAYABLES**

Outstanding dues of micro and small enterprises

33,525      90,225

Outstanding due of other than micro and small enterprises

8,36,882      7,94,064

8,70,407      8,84,289

**N OTHER CURRENT FINANCIAL LIABILITIES**

Unclaimed Dividend

27,80,991      30,06,071

27,80,991      30,06,071

**O PROVISIONS**

Provision for Tax

77,95,000      1,64,70,000

Less: Advance Tax Paid

12,12,734      85,05,558

Income Tax (Net)

65,82,266      79,64,442

Provision for Gratuity (Current)

1,47,700      1,34,490

Provision for Dividend

-      -



Provision for Dividend Tax

-	-
<u>67,29,966</u>	<u>80,98,932</u>

**P OTHER CURRENT LIABILITIES**

<b>Statutory Liabilities</b>	3,79,393	4,33,527
<b>Other Liabilities:</b>		
Advance Interest Received	-	-
Other Liabilities	1,36,601	42,270
Payable to Employees	7,31,400	12,29,000
Unsecured Loan from Related Parties	36,00,000	-
Commission to Chairman (Net)	-	-
	<b>48,47,394</b>	<b>17,04,797</b>

PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

CIN : L67120MH1992PLC070121

Schedules to Statement of Profit and Loss for the period ended 31st Mar 2020

		( Figures in Rs )	
		31st March 2020	31st March 2019
<b>Q</b>	<b>Revenue from Operations</b>		
	Revenue Related to Operations	48,00,000	7,00,00,000
	Income from Sale	-	-
	Sale of TDR	3,15,00,000	-
		<b>3,63,00,000</b>	<b>7,00,00,000</b>
<b>R</b>	<b>Other Income</b>		
	Interest Income	44,21,308	53,12,029
	Other non-operating income	16,556	1,42,974
	Maintenance Charges Received	-	-
	Profit on sale of Motor Car	16,07,927	-
		<b>60,45,791</b>	<b>54,55,003</b>
<b>S</b>	<b>Cost of Material Consumed</b>		
	Cost of material consumed	15,30,000	-
		<b>15,30,000</b>	-
<b>T</b>	<b>Change in inventory</b>		
	<u>Inventories at the end of the year:</u>		
	Work-in-progress	-	-
	<u>Inventories at the beginning of the year:</u>		
	Work-in-progress	-	-
	<b>Changes in inventories</b>	-	-
<b>U</b>	<b>Employee Benefit Expenses</b>		
	(a) Salaries and incentives		
	Directors Salary & Incentives	1,02,00,000	1,31,00,000
	Salary to staff	40,18,000	51,10,300
	(b) Staff welfare expenses	57,993	82,963
	(c ) Gratuity		
	for current Year	14,02,425	8,75,151
		<b>1,56,78,418</b>	<b>1,91,68,414</b>

**V Finance Cost**

Interest expense

-

-

**W Other Expenses**

Expenses for Sarla Sarjan

-

7,21,526

Power and Fuel

6,22,123

6,65,240

Repairs and Maintenance - Others

7,27,430

20,27,801

Rates and taxes

2,500

2,500

Communication

1,91,260

2,92,526

Travelling and Conveyance

13,943

6,84,397

Printing and stationery

70,735

1,43,415

Donation and contributions

12,200

-

Donation - CSR

1,75,000

3,11,000

Legal and professional

17,84,047

13,91,448

Listing Fees

3,54,000

2,95,000

AGM Expenses

7,200

9,560

Motor Car Expenses

7,93,321

8,68,581

Membership &amp; Subscription

46,078

2,74,051

Security, Watch &amp; Ward Expenses

16,63,984

14,80,040

Cleaning Charges

1,62,822

1,99,600

Other Misc. expenses

48,017

29,537

Interest on Late Payment of TDS

17,809

-

Interest on Dividend Distribution Tax

-

4,86,468

Directors sitting fees

3,00,000

2,45,000

GST (CGST+SGST)

1,04,670

35,150

MVAT

5,79,080

-

Advertisement &amp; Publicity

88,010

1,71,104

Festival Expenses

1,43,432

2,98,150

Court Fees

1,50,000

-

Bank Charges

2,551

4,035

Transportation Charges

34,000

32,300

I

80,94,211

1,06,68,428

**Auditors Remuneration:**

- For Statutory Audit

3,54,000

4,72,000

- For Certification &amp; Other Services

1,41,600

1,47,476

- For Taxation Matters

51,754

II

5,47,354

6,19,476

**Total**

86,41,565

1,12,87,904



**Schedule "1"**

**Notes on Ind AS financial statements for the year ended 31<sup>st</sup> March, 2020**

**1. Corporate Information:**

Prime Property Development Corporation Limited ("The Company") is a public company, incorporated under the provisions of the Companies Act 1956. The Company is registered on the Bombay Stock Exchange in India. The registered office of the company is located at 501, Soni House, Plot No. 34, Gulmohar Road No.1, Juhu Scheme, Vile Parle West, Mumbai - 400049.

The Company is principally engaged in the business of real estate and property development.

**2. (a) Basis of Preparation of Financial Statements**

**Statement of Compliance with Ind-AS**

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, notified under section 133 of the Companies Act.

The company has complied with IndAS. An explanation of how the transition to Ind AS has affected the previously reported financial position, performance and cash flow of the company is provided in the notes to accounts.

**Going Concern:**

These financials are prepared on going concern basis on following facts:

- i) Company has earned profits during the year and in the preceding previous years;
- ii) After considering the future business prospects.

**Functional and presentation of currency**

The financial statements are prepared in Indian Rupees which is also the Company's functional currency. All amounts are rounded to the nearest rupees.

**Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Fair values, as applicable, have been determined for measurement and / or disclosure purpose using methods as prescribed in "Ind AS 113 Fair Value Measurement".

### **Significant accounting estimates, assumptions and judgments**

The preparation of the company's separate financial statements 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.

### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the separate financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### **Defined benefit plans (gratuity benefits)**

A liability in respect of defined benefit plans is recognized in the balance sheet and is measured as the present value of the defined benefit obligation at the reporting date less the fair value of the plan's assets. The present value of the defined benefit obligation is based on expected future payments which arise from the fund at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service. Refer note3(iv) for details of the key assumptions used in determining the accounting for these plans.

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.

**(b) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable.

Income

(i) 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 considering the amount outstanding and the rate of interest applicable.

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

During the year, the interest on Project Finance has not been provided, due to delay on realization of interest as well as project amount on due date and the matter is under litigations. However, the management assures that all necessary follow ups are made to ensure streamlining the receipts.

Expenses

All 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.

The Ministry of Home Affairs on March 24, 2020, notified a nation-wide lockdown in India to contain the outbreak of the Covid-19 pandemic due to which there have been several restrictions imposed by the Government across the globe on the travel, movement of goods and transportation considering the public health and safety measures. In view of the lockdown across the country operations of the Company is not affected.



**(c) Property, Plant and Equipment**

Property, Plant and Equipment 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.

As per the provisions of the Companies Act 2013, in the year of transition, carrying amount less residual value of fixed assets whose useful life has ended is transferred to the opening balance of reserves and surplus.

Property, Plant and Equipment, individually costing less than Rupees five thousand, are fully depreciated in the year of purchase.

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 Years
• Office and Other Equipment	5 Years
• Computers	3 Years

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 asset 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) Fair Valuation of Equity Instruments**





## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

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.

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.

### **(I) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**(j) Cash flow statement**

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

**(k) 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.

**(l) Retirement Benefits**

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

**(m) Taxation**

Provision for Current Income Tax is made after taking into consideration the benefits admissible under the Provisions of the Income Tax Act, 1961.

Deferred tax is provided for all temporary difference arising between tax base of assets and liabilities and carried amount in financial statement.

Deferred tax asset is recognized only when it is probable that taxable profit will be available against which the temporary difference can be utilized.

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



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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.

**(n) 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: 3**

**Other additional disclosures**

i. **Capital Commitments:**

The Company does not have any capital commitments as on 31.03.2020

ii. **Remuneration to Employee:**

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

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

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

(In Rs)

Particulars	2019 - 2020	2018 - 2019
a) Expenditure in Foreign Exchange (Travelling)	Nil	4,44,256/-
b) Earnings in Foreign Exchange	Nil	Nil

iv. **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 31<sup>st</sup> March, 2020.

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

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



Particulars	Amount - Rs
Opening Defined Benefit Obligation as on 01/04/2019	51,58,954
Service Cost for the Year	4,64,976
Past Service Cost	
Interest Cost of the Year	3,50,809
Benefits Paid during the year	(1,09,512)
Actuarial Losses / (Gains) arising from change in financial assumptions	
Actuarial Losses / (Gains) arising from change in demographic assumptions	
Actuarial losses (gains) arising from experience adjustments	(9,27,269)
Closing Defined Benefit Obligation as on 31/03/2020	55,24,598

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

Particulars	Amount -Rs
Current Service Cost	4,64,976
Interest on Defined Benefit Obligation	3,50,809
Expected Return on plan assets	-
Net actuarial losses (gains) recognized in the year	-
Past Service Cost	-
Losses (gains) on curtailment and settlement	-
Expenses recognized in profit and loss	8,15,785

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

Particulars	
Discount rate	6.80%
Annual Increase in Salary Cost	7.00%

v. **Segment Reporting:**

The Company has mainly one reportable business and one geographical segment and hence no further disclosure is required under Ind-AS 10 - Operating Segments.

vi. **Related Parties Disclosures as per IndAS-24 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

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



(iv) Shri. Kumar G. Vora	Chief Executive Officer
(v) Shri AmitBhansali	Chief Financial Officer
(vi) Smt. Nikita A Shah	Company Secretary

**(B) Enterprises where key managerial personnel /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:**

**(In Rs)**

Name of Related Party	Nature of Transaction	2019-2020	2018-2019
Prime Property Developers	Loans taken during the year	36,00,000	20,00,000
	Interest paid (Net)	NIL	NIL
	Maximum Outstanding	36,00,000	20,00,000
	Closing Balance	NIL	NIL
Sea King Club Private Limited	Loans given during the year	11,59,901	11,20,336
	Interest Receivable (Net)	19,94,857	14,05,305
	Maximum Outstanding	90,95,556	73,46,103
	Closing Balance	90,95,556	73,46,103
Sea King Club Private Limited	Advance given for Project		
	Maximum Outstanding	10,42,59,290	10,42,59,290
	Closing Balance	10,42,59,290	10,42,59,290
Remuneration to Directors			
Shri. Padamshi L. Soni		30,00,000	65,00,000
Shri. Manish P. Soni		36,00,000	33,00,000
Shri. Vishal P. Soni		36,00,000	33,00,000



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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

vii. **Details of Managerial Remuneration:**

(In Rs)

	2019 - 2020	2018-2019
Salaries to Executive Directors	1,02,00,000	1,31,00,000
Director's Sitting Fees	3,00,000	2,45,000
Total	1,05,00,000	1,33,45,000

viii. **Earnings Per Share as per Indian Accounting Standard 33 issued by ICAI:**

(In Rs)

Particulars	2019 - 2020	2018 - 2019
Net Profit After Tax	1,54,85,541	3,04,75,932
Number of Equity Shares (Nominal Value of Rs. 5/-each)	1,69,71,080	1,69,71,080
Basic & Diluted Earnings Per Share	0.95	1.81

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

In accordance with Ind-AS 12 - Income Taxes, the provision for deferred tax asset and liability of Rs. 1,56,455/- has been shown as an expense for the Current year. The component of deferred tax liability and assets is as under:

	Particulars	Opening on 01/04/2019	Provision for the Year	Closing as on 31/03/2020
I)	<b><u>Deferred Tax Liability</u></b>			
	Depreciation	(56,70,645)	(2,58,177)	(59,28,822)
	<b>Total (I)</b>	<b>(56,70,645)</b>	<b>(2,58,177)</b>	<b>(59,28,822)</b>
II)	<b><u>Deferred Tax Assets</u></b>			
	Gratuity Payable	14,35,221	1,01,722	15,36,943
	<b>Total (II)</b>	<b>14,35,221</b>	<b>1,01,722</b>	<b>15,36,943</b>
	<b>Net Total Deferred Tax</b>	<b>(42,35,424)</b>	<b>(1,56,455)</b>	<b>(43,91,879)</b>

x. **Miscellaneous**

## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED



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

### Signatures to Schedules

As Per our attached report of even date On behalf of the Board of Directors

For Chhajed & Doshi  
CHARTERED ACCOUNTANTS  
(ICAI Firm Regn. No. 101794W)

PADAMSHI L. SONI  
(DIN No: 00006463)  
YADAVRAO C PAWAR  
(DIN No. 00068736)  
MANISH P. SONI  
(DIN No. 00006485)

CHAIRMAN  
INDEPENDENT DIRECTOR  
WHOLE TIME DIRECTOR

H. N. MOTIWALLA  
PARTNER  
(Membership No. 011423)

VISHAL P. SONI  
(DIN No. 00006497)

WHOLE TIME DIRECTOR

AMIT BHANSALI  
KUMAR G. VORA

CHIEF FINANCIAL OFFICER  
CHIEF EXECUTIVE OFFICER

NIKITA A SHAH  
(Membership No.: A44264)

COMPANY SECRETARY

PLACE: MUMBAI

DATE: 30/06/2020



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

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

1	Name of the Subsidiary Company (Incorporated in State of Maharashtra)	SEA-KING CLUB PRIVATE LIMITED
2	Financial Period of the Subsidiary ended on	31/03/2020
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	5,00,000
6	Reserves (Include Revaluation Reserve of Rs. 23,80,26,600.00 /-)	22,86,71,712
7	Total Assets	34,09,41,645
8	Total Liabilities	34,09,41,645
9	Investment (at Cost)	NIL
10	Gross Revenue	NIL
11	Net Aggregate Profit / (Loss) for the Current Year (Before Taxes)	(17,41,940)
12	Provision for Tax (Including Deferred Tax)	NIL
13	Profit / (Loss) after Tax	(17,41,940)





# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

## INDEPENDENT AUDITORS' REPORT

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

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED** ("the Company") and its subsidiary (together referred to as the Group), which comprise the Consolidated Balance Sheet as at 31 March, 2020 the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of the Subsidiary which was audited by the other auditor, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed u/s 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the State of Affairs of the Company as at 31<sup>st</sup> March, 2020, the Consolidated Profit and Consolidated Total Comprehensive Income, Consolidated Changes in Equity and its Consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in Accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provision of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters

The Ministry of Home Affairs on March 24, 2020 notified a nation wise lockdown in India to contain the outbreak of the COVID-19 pandemic due to which there have been several restrictions imposed by the Government across the globe on the travel, movement of goods and transportation considering public health and safety measures. In view of the lockdown across the country, operations of the Company's are not affected much from



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

March 21, 2020. As per the management no significant impact on carrying amounts of inventories, trade receivable and other financial assets is expected and the management continue to monitor changes in future economic conditions. The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these financial results. The operations have not been resumed till date.

During the year, the interest on Project Finance has not been provided by the company due to delay on realization of interest as well as project amount on due date and the matter is under litigations. However, the management assures that all necessary follow ups are made to ensure streamlining the receipts.

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

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements. As part of an audit in accordance with SA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements of ONE subsidiary whose financial statements reflect total assets of Rs. 34,09,41,645/- as at 31st March 2020 and Total Revenue of Rs. NIL and net Cash Outflow Flow amounting to Rs. 11,148/- for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

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



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

3. As required by section 143(3) of the Act, we report that:
- h) 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;
- i) 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;
- j) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
- k) In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act read with the relevant rule 7 of the Companies (Accounts) Rules, 2014;
- l) On the basis of written representations received from the directors as on 31 March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2020, from being appointed as a director in terms of Section 164(2) of the Act;
- m) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Group's internal financial controls over financial reporting.
- n) 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, as amended in our opinion and to the best of our information and according to the explanation given to us:
- iv. The Group does not have any pending litigations which shall impact the consolidated financial positions.
- v. The Group does not have any long terms contracts for which provisions are required to be made.
- vi. The Group is not liable to transfer any amount to the Investor Education and Protection Fund.

For Chhajed & Doshi  
Chartered Accountants  
(ICAI FRNo. **101794W**)

Sd/-  
(H. N. Motiwalla)  
Partner  
(Membership No. 011423)  
Place: Mumbai  
UDIN: 20011423AAAAAP8896



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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

#### **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, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

The Company's Board of Directors 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) issued by ICAI 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 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



## **PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**

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, 2020, 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 Chhajed & Doshi  
Chartered Accountants  
(ICAI FRNo.101794W)

Sd/-  
(H. N. Motiwalla)  
Partner  
(Membership No. 011423)  
Place: Mumbai  
UDIN: 20011423AAAAA05250

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**CIN : L67120MH1992PLC070121**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020**

( Figures in Rs)

	Schedule	As at 31st March 2020	As at 31 March 2019
<b>ASSETS:</b>			
<b>NON CURRENT ASSETS:</b>			
Property, Plant & Equipment	A	25,61,16,023	25,72,66,053
Capital Work in Progress		10,25,90,339	10,25,90,339
Goodwill on Consolidation		2,34,52,803	2,34,52,803
Financial Assets			
(i) Investments	B	88,489	3,52,955
(ii) Loans	C	52,15,35,000	52,77,00,000
Deffered Tax Assets	D	-	-
Other Non Current Asset	E	3,18,32,417	3,18,30,267
<b>Total Non Current Asset</b>		<b>93,56,15,071</b>	<b>94,31,92,417</b>
<b>CURRENT ASSETS:</b>			
Inventories	F	-	-
Financial Assets:			
(i) Cash & Cash Equivalents	G	84,61,632	88,15,291
(ii) Other Financial Assets	H	40,973	11,76,519
<b>Total Current Asset</b>		<b>85,02,605</b>	<b>99,91,810</b>
<b>Total Assets</b>		<b>94,41,17,676</b>	<b>95,31,84,227</b>
<b>EQUITY AND LIABILITIES:</b>			
<b>EQUITY</b>			
Equity Share Capital	I	8,48,55,400	8,48,55,400
Other Equity		82,23,99,771	80,79,93,366
		<b>90,72,55,171</b>	<b>89,28,48,766</b>
<b>NON CURRENT LIABILITIES:</b>			
Financial Liabilities			
(i) Other Financial Liabilities	J	1,20,00,000	3,75,00,000
Provisions	K	53,76,898	50,24,464
Deferred tax liabilities (net)	L	43,91,879	42,35,424
		<b>2,17,68,777</b>	<b>4,67,59,888</b>
<b>CURRENT LIABILITIES:</b>			
Financial Liabilities			
(i) Trade Payables	M	8,70,407	9,74,220
(ii) Other Financial Liabilities	N	27,80,991	30,06,071
Provisions	O	64,65,035	78,34,001
Other Current Liabilities	P	49,77,296	17,61,281
		<b>1,50,93,728</b>	<b>1,35,75,573</b>
<b>Total Equity and Liabilities</b>		<b>94,41,17,676</b>	<b>95,31,84,227</b>

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Significant Accounting Policies & Other Disclosure

As per our Report of even date attached

For Chhaged & Doshi  
 CHARTERED ACCOUNTANTS  
 (ICAI FR No.: 101794W)

H. N. MOTIWALLA  
 PARTNER

(Membership No.: 011423)

For and on behalf of Directors of

PADAMSHI L. SONI  
 (DIN No: 00006463)

Y. C. PAWAR  
 (DIN No: 00068736)

MANISH P. SONI  
 (DIN No: 00006485)

VISHAL P. SONI  
 (DIN No: 00006497)

KUMAR G. VORA

AMIT BHANSALI

NIKITA A SHAH  
 (Membership No.: A44264)

CHAIRMAN

INDEPENDENT DIRECTOR

WHOLETIME DIRECTOR

WHOLETIME DIRECTOR

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

COMPANY SECRETARY

## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

CIN : L67120MH1992PLC070121

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31st MARCH 2020

( Figures in Rs )

PARTICULARS	Schedule	31.03.2020	31.03.2019
<b>INCOMES</b>			
Revenue from Operations	Q	3,63,00,000	7,00,00,000
Other Income	R	60,45,791	54,55,003
<b>Total Income</b>		<b>4,23,45,791</b>	<b>7,54,55,003</b>
<b>EXPENSES</b>			
Cost of Material Consumed	S	15,30,000	-
Change in inventory	T	-	-
Employee Benefits expenses	U	1,56,78,418	1,92,00,414
Finance Cost	V	6,55,058	5,60,988
Depreciation & Amortisation	A	8,43,557	8,02,638
Other Expenses	W	97,28,447	1,24,09,732
<b>Total Expenses</b>		<b>2,84,35,480</b>	<b>3,29,73,772</b>
Profit / (Loss) before tax		<b>1,39,10,310</b>	<b>4,24,81,231</b>
Tax Expense:			
(1) Current tax		43,25,000	1,30,00,000
(2) Deffered tax		1,56,455	5,83,265
(3) (Excess)/short tax provision for earlier years		(43,14,746)	1,36,850
Tax expense		<b>1,66,709</b>	<b>1,37,20,115</b>
<b>Profit / (Loss ) after tax</b>		<b>1,37,43,601</b>	<b>2,87,61,116</b>
<b>Other Comprehensive Income</b>		<b>6,62,804</b>	<b>2,14,131</b>
<b>Total Profit / (Loss) for the year</b>		<b>1,44,06,405</b>	<b>2,89,75,247</b>
Earning per equity share of Rs. 10 each Basis & Diluted		0.85	1.71

Significant Accounting Policies &amp; Other Disclosure

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As per our Report of even date attached

For Chhajed & Doshi  
CHARTERED ACCOUNTANTS  
(ICAI FR No.: 101794W)

For and on behalf of Directors of

PADAMSHI L. SONI  
(DIN No: 00006463)

CHAIRMAN

YADAVRAO C PAWAR  
(DIN No: 00068736)

INDEPENDENT DIRECTOR

H. N. MOTIWALLA  
PARTNER

MANISH P. SONI  
(DIN No: 00006485)

WHOLETIME DIRECTOR

(Membership No.: 011423)

VISHAL P. SONI  
(DIN No: 00006497)

WHOLETIME DIRECTOR

KUMAR G. VORA

CHIEF EXECUTIVE OFFICER



AMIT BHANSALI

NIKITA A SHAH

(Membership No.: A44264)

CHIEF FINANCIAL OFFICER

COMPANY SECRETARY

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**CIN : L67120MH1992PLC070121**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2020**

( Figures in Rs)

	31.03.2020	31.03.2019
<b>( I ) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) before Tax and Extraordinary items	1,39,10,310	4,24,81,231
<b>ADJUSTMENTS FOR:</b>		
<b>Less: Depreciation</b>		
Interest income	8,43,557	8,02,638
Provision for Gratuity	(44,21,308)	(53,12,029)
Gratuity Paid	14,02,425	8,75,151
	(1,09,512)	-
Operating Profit / (loss) before Working Capital Changes	1,16,25,472	3,88,46,991
(Increase) / Decrease in Other Non Currents Assets	61,62,850	51,18,650
(Increase) / Decrease in Other Currents Assets	11,35,546	(4,66,820)
Increase / (Decrease) in Trade Payables	(1,03,813)	(7,28,330)
Increase / (Decrease) in Other Long term liabilities	(2,55,00,000)	-
Increase / (Decrease) in Other Current Liabilities	29,90,935	(1,96,66,345)
Cash (used) / generated from Operations	(36,89,010)	2,31,04,146
<b>Less: Net Income Taxes paid / (Refund)</b>	(13,92,430)	(86,83,198)
Net Cash Flow from Operating Activities	(A) (50,81,440)	1,44,20,948
<b>( II ) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Income	44,21,308	53,12,029
Capital expenditure on Fixed Assets	(2,24,000)	(10,62,000)
Sale of Fixed Assets	5,30,473	-
Net cash used in investing activities	(B) 47,27,781	42,50,029
<b>III CASH FLOW FROM FINANCING ACTIVITIES</b>		
Unsecured Loans taken / (repaid)	-	-
Dividend Paid	-	(1,69,71,080)
Tax paid on above dividend	-	-
Tax paid on dividend	-	(34,74,773)
Net cash generated from Financial Activities	(C) -	(2,04,45,853)
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(3,53,659)</b>	<b>(17,74,876)</b>
Cash and cash equivalents at the beginning of the year	88,15,291	1,05,90,167
Cash and cash equivalents at the close of the year	84,61,632	88,15,291
<b>NET CHANGES IN CASH AND CASH EQUIVALENTS</b>	<b>(3,53,659)</b>	<b>(17,74,876)</b>

Notes:

- The Cash flow statement has been prepared under the Indirect Method as set out in IND AS 7
- Cash and Cash Equivalents includes Cash & Bank Balance and Other Bank Balances
- Figures of Previous years have been regrouped and rearranged wherever necessary to confirm with current year's classification.

As per our attached reports on even date

For Chhajed & Doshi  
 CHARTERED ACCOUNTANTS  
 (ICAI FR No.: 101794W)

H. N. MOTIWALLA  
 PARTNER  
 (Membership No.: 011423)

For and on behalf of Directors of

PADAMSHI L. SONI  
 (DIN No: 00006463)  
 YADAVRAO C PAWAR  
 (DIN No: 00068736)  
 MANISH P. SONI  
 (DIN No: 00006485)  
 VISHAL P. SONI  
 (DIN No: 00006497)  
 KUMAR G. VORA

AMIT BHANSALI  
 NIKITA A SHAH  
 (Membership No.: A44264)

CHAIRMAN  
 INDEPENDENT DIRECTOR  
 WHOLETIME DIRECTOR  
 WHOLETIME DIRECTOR  
 CHIEF EXECUTIVE OFFICER  
 CHIEF FINANCIAL OFFICER  
 COMPANY SECRETARY

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**  
**NOTES TO ACCOUNTS FOR THE PERIOD ENDED 31ST MARCH, 2020**

**Note A: Property, Plant & Equipment**

Sr. No.	DESCRIPTION OF ASSET	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK
		AS AT 31/03/2019	ADDITIONS DURING THE YEAR	DEDUCTION/ ADJUSTMENTS	AS AT 31/03/2020	UPTO 31/03/2019	FOR THE YEAR	DEDUCTION/ ADJUSTMENTS	UPTO 31/03/2020	AS AT 31/03/2020
1	Office Premises (Land and Building)	26,02,30,969	-	-	26,02,30,969	76,75,471	2,76,616	-	79,52,087	25,22,78,882
2	Vehicles (refer note b)	2,38,89,543	-	5,30,473	2,33,59,070	2,26,95,068	-	-	2,26,95,068	6,64,002
3	Computers	18,89,327	-	-	18,89,327	17,89,863	35,544	-	18,25,407	63,920
4	Furniture & Fittings	85,80,364	-	-	85,80,364	58,28,947	3,20,608	-	61,49,555	24,30,809
5	Office Equipment	29,97,579	2,24,000	-	32,21,579	23,32,380	2,10,789	-	25,43,169	6,78,410
	<b>Total Rs.</b>	<b>29,75,87,782</b>	<b>2,24,000</b>	<b>5,30,473</b>	<b>29,72,81,309</b>	<b>4,03,21,729</b>	<b>8,43,557</b>	<b>-</b>	<b>4,11,65,286</b>	<b>25,61,16,023</b>
	Previous Year Rs.	29,65,25,782	10,62,000	-	29,75,87,782	3,95,19,091	8,02,638	-	4,03,21,729	25,72,66,053

Note

- a. The Company is following the method of charging depreciation as per Schedule II of the Companies Act, 2013
- b. The Vehicles are registered with RTO in the name of a Director.

Sr. No.	DESCRIPTION OF ASSET	GROSS BLOCK (AT COST)				DEPRECIATION				NET BLOCK
		AS AT 31/03/2018	ADDITIONS DURING THE YEAR	DEDUCTION/ ADJUSTMENTS	AS AT 31/03/2019	UPTO 31/03/2018	FOR THE YEAR	DEDUCTION/ ADJUSTMENTS	UPTO 31/03/2019	AS AT 31/03/2019
1	Office Premises (Land and Building)	26,02,30,969	-	-	26,02,30,969	71,22,239	2,76,616	-	73,98,855	25,28,32,114
2	Vehicles (refer note b)	2,38,89,543	-	-	2,38,89,543	2,20,78,697	6,16,371	-	2,26,95,068	11,94,475
3	Computers	18,89,327	-	-	18,89,327	17,18,775	35,544	-	17,54,319	1,35,008
4	Furniture & Fittings	75,18,364	10,62,000	-	85,80,364	51,06,297	4,23,948	-	55,30,245	30,50,119
5	Office Equipment	29,97,579	-	-	29,97,579	19,67,942	1,72,662	-	21,40,604	8,56,975
	<b>Total Rs.</b>	<b>29,65,25,782</b>	<b>10,62,000</b>	<b>-</b>	<b>29,75,87,782</b>	<b>3,79,93,950</b>	<b>15,25,141</b>	<b>-</b>	<b>3,95,19,091</b>	<b>25,80,68,691</b>
	Previous Year Rs.	29,61,26,432	3,99,350	-	29,65,25,782	3,79,93,950	15,25,141	-	3,95,19,091	36,07,22,821

Note

- a. The Company is following the method of charging depreciation as per Schedule II of the Companies Act, 2013
- b. The Vehicles are registered with RTO in the name of a Director.

## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

CIN : L67120MH1992PLC070121

Schedules to Assets as at 31st March 2020

( Figures in Rs )

	31.03.2020	31st March 2019
<b>B NON CURRENT INVESTMENTS</b>		
Investments stated at Fair Value through OCI		
Surana Industries Limited <i>250 (31st March 2020 : 250, 1st April 2019 : 250) Equity shares</i>	398	398
Rathi Steel & Power Limited <i>2,220 (31st March 2020: 2,220, 1st April 2019 : 2,220) Equity shares</i>	4,662	4,662
Hubtown Limited <i>10,821 (31st March 2020 : 10,821, 1st April 2019 : 10,821) Equity shares</i>	83,430	3,47,895
	<u>88,489</u>	<u>3,52,955</u>
	<b>88,489</b>	<b>3,52,955</b>
<b>C LOANS</b>		
Loans and advances to Body Corporates	2,15,35,000	2,50,00,000
Project Finance	50,00,00,000	50,27,00,000
	<u>52,15,35,000</u>	<u>52,77,00,000</u>
<b>D DEFERED TAX ASSET (Net)</b>		
Timing Difference on Written Down Value of Assets and Provision for Gratuity	-	-
	<u>-</u>	<u>-</u>
<b>E OTHER NON CURRENT ASSET</b>		
a. Security Deposits		
Unsecured, considered good	2,32,417	2,30,267
b. Other Advances against property	3,16,00,000	3,16,00,000
	<u>3,18,32,417</u>	<u>3,18,30,267</u>
<b>F INVENTORY</b>		
Work in Progress (at Cost)	-	-
	<u>-</u>	<u>-</u>
<b>G CASH AND CASH EQUIVALENT</b>		
Cash in hand	29,84,276	9,03,649
Balance with Bank		
- Current Accounts	26,96,365	49,05,568
- Unpaid Dividend Account	27,80,991	30,06,071
	<u>84,61,632</u>	<u>88,15,288</u>
<b>H OTHER FINANCIAL ASSETS</b>		
Receivables from Related Party Unsecured, considered good	-	50,000
Prepaid Expenses	31,973	67,519
Other Recoverables	-	-
Staff Advances	-	20,000
Advances to suppliers	-	10,30,000
CGST Input Tax Credit	4,500	4,500
SGST Input Tax Credit	4,500	4,500
	<u>40,973</u>	<u>11,76,519</u>

PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED  
CIN : L67120MH1992PLC070121  
Schedules to Liabilities as at 31st March 2020

( Figures in ` )

**I EQUITY SHARE CAPITAL**

**1. Authorised Capital-**

4,00,00,000 (Previous Years 4,00,00,000 ) Equity Shares of Rs 5/- only

	31.03.2020	31.03.2019
	20,00,00,000	20,00,00,000
	<u>20,00,00,000</u>	<u>20,00,00,000</u>

**2. Issued, Subscribed & Fully Paid Up-**

1,69,71,080 (Previous Years 1,69,71,080 Equity Shares of Rs 5/- only)

	8,48,55,400	8,48,55,400
	<u>8,48,55,400</u>	<u>8,48,55,400</u>

(a) The Company has only one class of equity shares having a face value of Rs 5/- per share

(b) Each holder of equity shares is entitled to one vote per share

**3. Reconciliation of the number of shares:**

	31.03.2020		31.3.2019	
	No. of shares	Rs (Amount)	No. of shares	Rs (Amount)
Equity shares of Rs 5/- each				
Shares outstanding at the beginning of the year	1,69,71,080	8,48,55,400	1,69,71,080	8,48,55,400
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the beginning of the year	1,69,71,080	8,48,55,400	1,69,71,080	8,48,55,400

**4. Equity Shareholders Holding More than 5% of total shareholding**

Name of Shareholders	31.03.2020		31.3.2019	
	No. of Shares Held	Percentage of Shareholding	No. of Shares Held	Percentage of Shareholding
Shri. Padamshi L. Soni	98,63,114	58.12%	98,63,114	58.12%
Smt. Prabhavati P. Soni	17,77,422	10.47%	17,77,422	10.47%
<b>Total</b>	<b>1,16,40,536</b>	<b>68.59%</b>	<b>1,16,40,536</b>	

( Figures in ` )

**J OTHER FINANCIAL LIABILITIES**

(a) Others

	31.03.2020	31.3.2019
	1,20,00,000	3,75,00,000
	<u>1,20,00,000</u>	<u>3,75,00,000</u>

**K NON CURRENT PROVISIONS**

(b) Provision for Gratuity (Non-Current)

	31.03.2020	31.3.2019
	53,76,898	50,24,464
	<u>53,76,898</u>	<u>50,24,464</u>

**L DEFERED TAX LIABILITIES (Net)**

Timing Difference on Written Down Value of Assets and Provision for Gratuity

	43,91,879	42,35,424
	<u>43,91,879</u>	<u>42,35,424</u>

**M TRADE PAYABLES**

Outstanding dues of micro and small enterprises

Outstanding due of other than micro and small enterprises

	33,525	90,225
	8,36,882	8,83,995
	<u>8,70,407</u>	<u>9,74,220</u>

**N OTHER CURRENT FINANCIAL LIABILITIES**

Unclaimed Dividend

	27,80,991	30,06,071
	<u>27,80,991</u>	<u>30,06,071</u>

**O PROVISIONS**

Provision for Tax

Less: Advance Tax Paid

Income Tax (Net)

	77,95,000	1,64,70,000
	14,77,665	87,70,489
	<u>63,17,335</u>	<u>76,99,511</u>

Provision for Gratuity (Current)

Provision for Dividend

Provision for Dividend Tax

	1,47,700	1,34,490
	-	-
	-	-

( Figures in ` )

**P OTHER CURRENT LIABILITIES**

**Statutory Liabilities**

**Other Liabilities:**

Advance Interest Received

Other Liabilities

Payable to Employees

Unsecured Loan from Related Parties

	31.03.2020	31.3.2019
	4,45,138	4,90,011
	-	-
	2,00,758	42,270
	7,31,400	12,29,000
	36,00,000	-
	<b>49,77,296</b>	<b>17,61,281</b>

PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

CIN : L67120MH1992PLC070121

Schedules to Statement of Profit and Loss for the period ended 31st March 2020

	( Figures in Rs )	
	31st March 2020	31st March 2019
<b>Q Revenue from Operations</b>		
Revenue Related to Operations	48,00,000	7,00,00,000
Income from Sale	-	-
Sale of TDR	3,15,00,000	-
	<b>3,63,00,000</b>	<b>7,00,00,000</b>
<b>R Other Income</b>		
Interest Income	44,21,308	53,12,029
Other non-operating income	16,556	1,42,974
Maintenance Charges Received	-	-
Profit on sale of Motor Car	16,07,927	-
	<b>60,45,791</b>	<b>54,55,003</b>
<b>S Cost of Material Consumed</b>		
Cost of material consumed	15,30,000	-
	<b>15,30,000</b>	-
<b>T Change in inventory</b>		
<u>Inventories at the end of the year:</u>		
Work-in-progress	-	-
<u>Inventories at the beginning of the year:</u>		
Work-in-progress	-	-
<b>Changes in inventories</b>	-	-
<b>U Employee Benefit Expenses</b>		
(a) Salaries and incentives		
Directors Salary & Incentives	1,02,00,000	1,31,00,000
Salary to staff	40,18,000	51,42,300
(b) Staff welfare expenses	57,993	82,963
(c) Gratuity		
for current Year	14,02,425	8,75,151
	<b>1,56,78,418</b>	<b>1,92,00,414</b>

<b>V Finance Cost</b>		
Interest expense	6,55,058	5,60,988
	<b>6,55,058</b>	<b>5,60,988</b>
<b>W Other Expenses</b>		
Expenses for Sarla Sarjan	-	7,21,526
Power and Fuel	6,60,533	7,07,730
Repairs and maintenance - Others	7,54,996	20,33,781
Rates and taxes	7,35,796	5,26,082
Communication	1,93,395	2,95,358
Travelling and Conveyance	13,993	6,87,025
Printing and stationery	70,735	1,43,415
Donation and contributions	12,200	-
Donation - CSR	1,75,000	3,11,000
Legal and professional	17,87,587	16,18,518
Listing Fees	3,54,000	2,95,000
AGM Expenses	7,200	9,560
Motor Car Expenses	7,93,321	8,68,581
Membership & Subscription	46,078	2,74,051
Security, Watch & Ward Expenses	16,63,984	14,80,040
Cleaning Charges	2,22,822	2,52,471
Housekeeping Charges	1,82,071	1,96,284
Other Misc. expenses	58,917	37,507
Directors sitting fees	3,00,000	2,45,000
Interest on TDS	17,809	-
Interest on Dividend Distribution Tax	-	4,86,468
GST (CGST+SGST)	1,04,670	35,150
MVAT	5,79,080	-
Advertisement & Publicity	88,010	1,71,104
Festival Expenses	1,43,432	2,98,150
Bank Charges	3,965	5,156
Transportation Charges	34,000	32,300
Court Fees	1,50,000	-
I	<b>91,53,593</b>	<b>1,17,31,256</b>
<b>Auditors Remuneration:</b>		
- For Statutory Audit	3,81,500	5,31,000
- For Certification & Other Services	1,41,600	1,47,476
- For Taxation Matters	51,754	-
II	<b>5,74,854</b>	<b>6,78,476</b>
<b>Total</b>	<b>97,28,447</b>	<b>1,24,09,732</b>



PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED  
CIN : L67120MH1992PLC070121

Statement of Changes in Equity for the period ended 31st March 2020

( Figures in Rs ` )

	Equity Share Capital	Other Equity				TOTAL
		General Reserve	Capital Redemption Reserve	Other Comprehensive Reserve	Retained Earnings	
Balance as at 01/04/2019	8,48,55,400	2,50,86,060	1,51,44,600	(55,25,435)	77,32,88,141	<b>89,28,48,766</b>
Add: Addition during the year	-	-	-	6,62,804	1,37,43,601	<b>1,44,06,405</b>
Less: Provision for Dividend and Dividend Distribution Tax					-	
<b>TOTAL (A)</b>	<b>8,48,55,400</b>	<b>2,50,86,060</b>	<b>1,51,44,600</b>	<b>(48,62,631)</b>	<b>78,70,31,742</b>	<b>82,23,99,771</b>
Balance as at 31/03/2020	<b>8,48,55,400</b>	<b>2,50,86,060</b>	<b>1,51,44,600</b>	<b>(48,62,631)</b>	<b>78,70,31,742</b>	<b>82,23,99,771</b>

As per our Report of even date attached

For Chhajed & Doshi  
CHARTERED ACCOUNTANTS  
(ICAI FR No.: 101794W)

H. N. MOTIWALLA  
PARTNER  
(Membership No.: 011423)

For and on behalf of the Board of Directors

PADAMSHI L. SONI (DIN No: 00006463)	CHAIRMAN
YADAVRAO C PAWAR (DIN No: 00068736)	INDEPENDENT DIRECTOR
MANISH P. SONI (DIN No: 00006485)	WHOLETIME DIRECTOR
VISHAL P. SONI (DIN No: 00006497)	WHOLETIME DIRECTOR
KUMAR G. VORA	CHIEF EXECUTIVE OFFICER
AMIT BHANSALI	CHIEF FINANCIAL OFFICER
NIKITA A SHAH (Membership No.: A44264)	COMPANY SECRETARY



**"NOTE 1"**

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

**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 estimating intra-group balances and intra-group transactions in accordance with IND As 110 "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 recognized 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 the 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 IND As 113 "Fair Value Measurements"

3. The deferred tax charge or credit is recognized using current tax rates. Deferred tax asset is recognized only if there probability 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.

**"NOTE 2"**

1. The subsidiary company considered in the consolidated financial statement is:

Name of the Subsidiary	Country of Incorporation	Proportion of ownership
------------------------	--------------------------	-------------------------

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



		<b>Interest</b>
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 IND AS 28 "Investment in Associates and Joint Ventures".

4. There is no disposal of Investment in subsidiary company during the year.

5. The Ministry of Home Affairs on March 24, 2020, notified a nation-wide lockdown in India to contain the outbreak of the Covid-19 pandemic due to which there have been several restrictions imposed by the Government across the globe on the travel, movement of goods and transportation considering the public health and safety measures. In view of the lockdown across the country operations of the Company is not affected.

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

(In - Rs)

Particulars	2019-2020	2018- 2019
Salaries to Executive Directors	1,02,00,000	1,31,00,000
Director's Sitting Fees	3,00,000	2,45,000
Commission to Chairman (Proposed)	NIL	NIL
<b>Total</b>	<b>1,05,00,000</b>	<b>1,33,45,000</b>

**7. 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 31<sup>st</sup> March, 2020.

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

Particulars	Amount -Rs.
Opening Defined Benefit Obligation as on 01/04/2019	51,58,954
Service Cost for the Year	4,64,976
Past Service Cost	
Interest Cost of the Year	3,50,809
Benefits Paid during the year	(1,09,512)
Actuarial Losses / (Gains) arising from change in financial assumptions	

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



Actuarial Losses / (Gains) arising from change in demographic assumptions	
Actuarial losses (gains) arising from experience adjustments	(9,27,269)
Closing Defined Benefit Obligation as on 31/03/2020	55,24,598

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

Particulars	Amount - Rs
Current Service Cost	4,64,976
Interest on Defined Benefit Obligation	3,50,809
Expected Return on plan assets	-
Net actuarial losses (gains) recognized in the year	-
Past Service Cost	-
Losses (gains) on curtailment and settlement	-
Expenses recognized in profit and loss	8,15,785

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

Particulars	
Discount rate	6.80%
Annual Increase in Salary Cost	7.00%

**8. Related Parties Disclosures Under Ind - AS 24 :**

**(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. Kumar G. Vora	Chief Executive Officer
(v) Shri Amit Bhansali	Chief Financial Officer
(vi) Smt. Nikita A Shah	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

# PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED



## (C) Transactions with Related Parties:

(In Rs)

Name of Related Party	Nature of Transaction	2018-2019	2017-2018
Prime Property Developers	Loans taken during the year	36,00,000	20,00,000
	Interest paid (Net)	NIL	NIL
	Maximum Outstanding	36,00,000	20,00,000
	Closing Balance	NIL	NIL
Remuneration to Directors			
Shri. Padamshi L. Soni		30,00,000	65,00,000
Shri. Manish P. Soni		36,00,000	33,00,000
Shri. Vishal P. Soni		36,00,000	33,00,000
Proposed Commission to Chairman		NIL	NIL

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

## 9. Earnings Per Share (EPS) under Ind - AS 33:

(In Rs)

Particulars	2019 - 2020	2018-2019
Net Profit / (Loss) After Tax (after adjustment for Extraordinary items)	1,37,43,601	2,87,61,116
Number of Equity Shares (Nominal Value of Rs. 5/- each)	1,69,71,080	1,69,71,080
Weighted Earnings per share (after adjustment for Extraordinary items) (Basic & Diluted)	0.85	1.71

## 10. Deferred Tax Liability / Assets

Particulars	Opening as on 01/04/2019	Provision for the year	Closing as on 31/03/2020
<b>I) Deferred Tax Liability</b>			
Depreciation	(56,70,645)	(2,58,177)	(59,28,822)
Net Deferred Tax Liability	<b>(56,70,645)</b>	<b>(2,58,177)</b>	<b>(59,28,822)</b>
<b>II) Deferred Tax Assets</b>			
Gratuity Payable	14,35,221	1,01,722	15,36,943
Net Deferred Tax Assets	<b>14,35,221</b>	<b>1,01,722</b>	<b>15,36,943</b>
<b>Net Total Deferred Tax</b>	<b>(42,35,424)</b>	<b>(1,56,455)</b>	<b>(43,91,879)</b>

## 11. Segment Information:



## PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

The Company has identified two Primary reportable segment viz. Property Development and Hotel Business.

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:

	Particulars	Property Development		Hotel		Total	
		31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019
1	Segment Revenue						
	External Turnover						
	Inter Segment Turnover	3,63,00,000	7,00,00,000	NIL	NIL	3,63,00,000	7,00,00,000
	Total Direct Turnover	3,63,00,000	7,00,00,000	NIL	NIL	3,63,00,000	7,00,00,000
2	Other Income	60,45,791	54,55,003	NIL	NIL	60,45,791	54,55,003
3	Gross Revenue	4,23,45,791	7,54,55,003	NIL	NIL	4,23,45,791	7,54,55,003
4	Segment Result before Interest and taxes	1,56,52,250	4,41,96,046	(10,86,882)	(11,53,828)	1,45,65,368	4,30,42,218
	Less: Interest Expenses	NIL	NIL	6,55,058	5,60,988	6,55,058	5,60,988
	Less: Exceptional Item	NIL	NIL	NIL	NIL	NIL	NIL
	Profit / (Loss) Before Tax	1,56,52,250	4,41,96,046	(17,41,940)	(17,14,816)	1,39,10,310	4,24,81,230
	Less: Current Tax	43,25,000	1,30,00,000	NIL	NIL	43,25,000	1,30,00,000
	Less: MAT Credit Entitlement	NIL	NIL	NIL	NIL	NIL	NIL
	Less: Short / Excess for earlier years	(43,14,746)	1,36,850	NIL	NIL	(43,14,746)	1,36,850
	Less: Deferred Tax	1,56,455	5,83,265	NIL	NIL	1,56,455	5,83,265

**PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED**



Particulars	Property Development		Hotel		Total	
Other Comprehensive Income	6,62,804	2,14,131	NIL	NIL	6,62,804	2,14,131
Profit/(Loss) After Tax	1,61,48,345	3,06,90,063	(17,41,940)	(17,14,816)	1,44,06,405	2,89,75,247
Other Information						
Segment Assets	57,99,88,159	58,90,45,708	34,09,41,645	34,09,50,643	92,09,29,804	92,99,96,351
Segment Liabilities	3,69,97,535	6,04,53,978	1,29,902	1,46,413	3,71,27,437	6,06,00,391
Depreciation	8,43,557	8,02,638	NIL	NIL	8,43,557	8,02,638

(ii) As per Ind - AS 108 "Operating Segment", 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.

**12. Miscellaneous**

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

**As Per our attached report of even date**

**Signatures to Schedules**

For Chhajed & Doshi  
CHARTERED ACCOUNTANTS  
(ICAI Firm Regn. No. **101794W**)

PADAMSHI L. SONI  
(DIN No: 00006463)  
YADAVRAO C PAWAR  
(DIN No. 00068736)  
MANISH P. SONI  
(DIN No. 00006485)

CHAIRMAN  
INDEPENDENT DIRECTOR  
WHOLE TIME DIRECTOR

H. N. MOTIWALLA  
PARTNER  
(Membership No. 011423)

VISHAL P. SONI  
(DIN No. 00006497)

WHOLE TIME DIRECTOR

AMIT BHANSALI  
KUMAR G. VORA

CHIEF FINANCIAL OFFICER  
CHIEF EXECUTIVE OFFICER

NIKITA A SHAH  
(Membership No.: A44264)

COMPANY SECRETARY

PLACE: MUMBAI

DATE: 30/06/2020