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May 27, 2019

To,
The BSE Limited,
Listing Department,
Phiroze Jeejeebhoy Towers,
1st Floor, Dalal Street, Fort,
Mumbai - 400 001.

Scrip Code: 521149

Sub: Annual Secretarial Compliance Report for the Year Ended March 31, 2019.
Ref: SEBI Circular No. CIR/CFD/CMD1/ 27/2019 dated February 8, 2019.

Dear Sir,

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2019, issued by M/s. S. K. Jain & Co. Practicing Company Secretary.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For Prime Urban Development India Limited

Krunal Shah
Senior Manager-Legal and Company Secretary
Encl: a/a



PRIME URBAN[®]
DEVELOPMENT INDIA LTD.
(A PATODIA GROUP COMPANY)

Registered Office : 110, Avinashi Road, Gandhinagar P.O., Tirupur - 641 603. (T.N.)
Ph.: (0) 91-421-4307800 / 4307821. Our Website : www.ptlonline.com / www.primeurban.in
GST No : 33AABCP9571D1ZH PAN NO : AABCP9571D CIN No : 270200 TZ1936 PLC 000001.
Corporate Office : 106, Mittal Chambers 10th Floor 228, Nariman Point, Mumbai - 400 021.
Ph.: 022-61645000, GST No : 27AABCP9571D2Z9
Export Office : B-41, Ground Floor, Cotton Exchange Building, Cotton Green Rly Strn,
Avenue 3rd Boundary Road, Kalachowky, Mumbai - 400033
Tel. No.+91-22-23787608 / 23787600

SECRETARIAL COMPLIANCE REPORT OF PRIME URBAN DEVELOPMENT INDIA
LIMITED FOR THE YEAR ENDED MARCH 31ST, 2019

I, Shubhkaran Jain, Practicing Company Secretary, have examined:

- a. all the documents and records made available to us and explanation provided by Prime Urban Development India Limited (hereinafter referred to as "the listed entity"),
- b. the filings/ submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- a. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(Not applicable as the Company has not made any further issue of Shares)



- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
(Not applicable as the Company has not brought back/propose to Buy-back any of its securities during the Financial Year under review)
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(The Company has not introduced any such scheme during the financial year under review)
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(The Company has not issued any Debt Securities during the financial year under review)
- g. Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
(The Company has not issued any Non- Convertible and Redeemable Preference Shares during the financial year under review)
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|--|--|
| 1. | Regulation 39 (3) - The listed entity shall submit information regarding loss of share certificates and issue of the duplicate certificates, to the stock exchange within two days of its getting information. | The Listed Entity has not informed the Stock Exchange regarding loss of share certificate in one case. | The Listed Entity has not informed the Stock Exchange regarding loss of share certificate in one case. |

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|--|
| 1. | - | - | - | - |



d. The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... <i>(The years are to be mentioned)</i> | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|--|--|--|
| 1. | - | - | - | - |
| | | | | |

Place: Mumbai
Date: May 27, 2019

For S.K. JAIN & Co.



Dr. S. K. Jain
Practicing Company Secretary
Membership No.1473
COP No. 3076

