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RESULTS OF E-VOTING AND POSTAL BALLOT CONDUCTED IN CONNECTION WITH 77TH ANNUAL GENERAL MEETING HELD ON 14TH AUGUST 2014

Pursuant to the provisions of Section 108 of the Companies Act 2013 read with Clause 35B of the Listing Agreements entered into with Bombay Stock Exchange, the company has arranged for electronic voting through Central Depository Services Limited. To enable those shareholders who have not electronic voting facilities to participate in the voting process, as required under Clause 35B of the Listing Agreement, the company has also arranged for voting through Postal Ballot.

E-voting was made available to members for one day from 10.00 A.M. on 09.08.2014 to 5.30 P.M. on the same day. The Postal Ballot was accepted upto 5.30 P.M. on 09.08.2014.

To oversee the e-voting process and Postal Ballot, the Board of Directors of the company had appointed Mr. S. Rengasamy, a Practising Company Secretary in Coimbatore as the scrutinizer.

Mr. S. Rengasamy had scrutinized the votes cast through e-voting and Postal Ballot and combined the votes cast under both method and submitted his report to the Chairman and Managing Director.

The results of e-voting and the Postal Ballot was announced by the Chairman at the Annual General Meeting held at 11.00 A.M. on 14th August 2014 at the Registered Office of the Company at 110 Avinashi Road, Gandhinagar P.O., Tirupur-641603.

The results are as under:

Item No.	Subject matter of the Resolution	Mode of Resoln.	Votes For	Votes Against	Invalid Votes	Result
1	Adoption of Financial Statements, Directors Report and Auditors' Report for 2013-14	Ordinary	15182124	Nil	500	Passed
2	Appointment of Auditors and to fix their remuneration	Ordinary	15182124	Nil	500	Passed
3	Appointment of Mr. Banwarilal Singhal as an Independent Director of the company for a period of 5 years from this AGM	Ordinary	15181574	550	500	Passed



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4	Appointment of Mr. N.K. Bafna as an Independent Director of the company for a period of 5 years from this AGM	Ordinary	15181574	550	500	Passed
5	Appointment of Mr. Venkat Ramaswamy as an Independent Director of the company for a period of 5 years from this AGM	Ordinary	15181574	550	500	Passed

Accordingly, we hereby report that all the resolutions moved at the 77th Annual General Meeting held on 14.08.2014 were passed with requisite majority.

For Prime Urban Development India Limited


Chairman & Managing Director

Place: Tirupur

Date: 14.08.2014

CS. S. RENGASAMY B.Com., F.C.S., B.G.L., C.A.I.I.B.,
Practising Company Secretary

SCRUTINIZER'S REPORT FOR E-VOTING AND POSTAL BALLOT

(Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement)

Dated: 12.08.2014

To,
The Chairman and Managing Director,
Prime Urban Development India Ltd.,
110, Avinashi Road,
Gandhinagar P.O.,
Tirupur-641603

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted 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 the Postal Ballot (in lieu of e-voting at the AGM) forms received from the shareholders

I, S. Rengasamy FCS, Practising Company Secretary, Coimbatore has been appointed by the Board of Directors of Prime Urban Development India Limited ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process and to scrutinize the Postal Ballot (in lieu of e-voting at the AGM) forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority on the e-voting and Postal Ballot carried out in accordance with the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement, on the resolutions set out in the Notice convening 77th Annual General Meeting (AGM) of the company to be held on Thursday, 14th August 2014 at 11.00 A.M. at the Registered Office of the company at 110 Avinashi Road, Gandhinagar P.O., Tirupur-641603.

Responsibility of the Management

The Management of the company is responsible to ensure compliance with the requirements of the Companies Act 2013 and the Rules made there under in relation to exercising of voting rights through electronic means and Postal Ballot (in lieu of e-voting at the AGM) on the resolutions as set out in the Notice dated 9th May 2014 convening the 77th Annual General Meeting.

Responsibility as a Scrutinizer

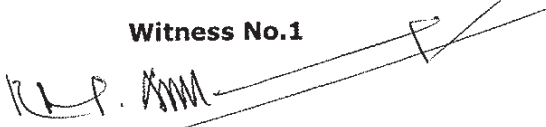
My responsibility, as a Scrutinizer for the e-voting process and for the Postal Ballot (in lieu of e-voting at the AGM) at the 77th Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions set out in the Notice convening the 77th Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency engaged by the company for providing e-voting facilities and of the Postal Ballot forms received upto 9th August 2014.


Further in addition to the above, I submit my report as under:

1. The Notice dated 9th May 2014 convening the Annual General Meeting of the company along with statement setting out material facts under section 102 of the Companies Act 2013 along with the Postal Ballot Forms were sent to the shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the company scheduled to be held on 14th August 2014.

CS. S. RENGASAMY B.Com., F.C.S., B.G.L., C.A.I.I.B.,
Practising Company Secretary

2. The Company has availed the e-voting facility offered by Central Depository Services Limited for conducting e-voting by the shareholders of the company. The Company has also provided to the shareholders who do not have access to e-voting to send their voting in writing on a Postal Ballot in terms of the provisions of Clause 35B of the Listing Agreement.
3. The members of the company as on the "cut-off" date i.e. 11th July 2014 were entitled to vote on the resolutions (Items NO. 1 to 5) as set out in the notice of the 77th AGM of the company.
4. The voting period for e-voting commenced on Saturday, 9th August 2014 at 10.00 A.M. and ended on the same day at 5.30 P.M. The Postal Ballot forms received upto 5.30 P.M. on Saturday, 9th August 2014 were considered for my scrutiny.
5. I, as the Scrutinizer, unblocked the votes casted on 9th August 2014 at 6.30 P.M. in the presence of Mr. Arunachalam (the undersigned as Witness No.1) and Mr. Ramamoorthy (the undersigned as Witness No.2) who are not in employment of the company in accordance with Rule 20(3)(xi) of the Companies (Management and Administration) Rules 2014.

Witness No.1

(R.M. Arunachalam)

Witness No.22

(S. Ramamoorthy)

6. Thereafter, the details containing inter alia, list of Equity shareholders, who voted "for and against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited i.e. <https://www.evotingindia.co.in> and based on such reports generated, the results of the e-voting is as under;

No vote has been cast by the shareholders in respect of any of the resolutions.

7. One form which was defective and damaged one is treated as invalid application consisting of 500 shares.
8. One member has voted for two resolutions favourably for adoption of accounts and Auditors appointment and has voted against three resolutions for appointment of three Independent Directors.
9. I hereby submit my Report as under:

Item No.1

Adoption of the Financial statement for the year ended 31/03/2014 as an Ordinary Resolution

i. Voted in favour of the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	58	15182124	100%
Total	58	15182124	100%

ii. Voted against the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

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Practising Company Secretary

iii.Invalid votes

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	1	500	Negligible
Total	1	500	

Item No.2

Appointment of Auditors and to fix their remuneration as an Ordinary Resolution

i.Voted in favour of the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	58	15182124	100%
Total	58	15182124	100%

ii.Voted against the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii.Invalid votes

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	1	500	Negligible
Total	1	500	

Item No.3

Appointment of Sri Banwarilal Singhal as Independent Director of the company for a period of five years from the conclusion of the AGM as an Ordinary Resolution

i.Voted in favour of the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	57	15181574	99.99%
Total	57	15181574	99.99

ii.Voted against the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	1	550	Negligible
Total	1	550	

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Practising Company Secretary

iii.Invalid votes

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	1	500	Negligible
Total	1	500	

Item No.4

Appointment of Sri N.K. Bafna as Independent Director of the company for a period of five years from the conclusion of the AGM as an Ordinary Resolution

i.Voted in favour of the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	57	15181574	99.99%
Total	57	15181574	99.99

ii.Voted against the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	1	550	Negligible
Total	1	550	

iii.Invalid votes

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	1	500	Negligible
Total	1	500	

Item No.5

Appointment of Sri Venkat Ramaswamy as Independent Director of the company for a period of five years from the conclusion of the AGM as an Ordinary Resolution

i.Voted in favour of the resolution

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	57	15181574	99.99%
Total	57	15181574	99.99

ii.Voted against the resolution

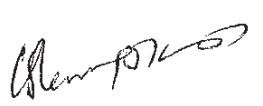
Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	1	550	Negligible
Total	1	550	

CS. S. RENGASAMY B.Com., F.C.S., B.G.L., C.A.I.I.B.,
Practising Company Secretary

iii. Invalid votes

Mode of voting	No. of members	No. of votes casted	Percentage of total no. of votes casted
E-voting	Nil	Nil	Nil
Postal Ballot	1	500	Negligible
Total	1	500	

Place: Coimbatore
Date: 12.08.2014


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