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Certified true copy of the resolution passed at the meeting of the Board of Directors of the company held on 13.08.2015

The Chairman informed that in compliance of Companies Act and Clause 49 of the Listing Agreement with Stock Exchanges, Mr. Krunal Shah has joined the services of the company as Company Secretary and designated as Senior Manager (Legal and Company Secretary) with effect from 17.07.2015. As recommended by the Nomination and Remuneration Committee, the Chairman requested the Board to ratify his appointment for filling of requisite returns with the Registrar of Companies in Coimbatore. The members discussed and

"RESOLVED THAT ratification be and is hereby given of the action of the Vice Chairman and Managing Director in appointing Mr. Krunal Shah as Company Secretary designated as Senior Manager (Legal and Company Secretary) with effect from 17.07.2015.

RESOLVED FURTHER THAT pursuant to Article 117 of the Articles of Association of the Company and Section 203 and all other applicable provisions of the Companies Act 2013, Mr. Krunal Shah, a member of the Institute of Company Secretaries of India (ACS No.A26087) who has the requisite qualification as prescribed under the Companies (Secretaries Qualifications) Rules 1988 be and is hereby appointed as Company Secretary with effect from 17.07.2015 and he is to perform all those duties usually performed by a Secretary under the Companies Act 2013 and any other Finance, Accounts and administrative duties which the Managing Director or the Board of Directors may assign from time to time.

RESOLVED THAT the authorisation is given to Mr. Krunal Shah to affix the common seal of the company, if required, along with any one of the Directors who shall sign the same in token thereof."

RESOLVED FURTHER THAT the remuneration to Mr. Krunal Shah and the terms and conditions are fixed as detailed below .

Terms & Conditions

- 1) **Designation:** Company Secretary designated as Senior Manager (Legal and Company Secretary)
- 2) Effective date 17.07.2015
- 3) **Salary:** The Committee has recommended to the Board as a remuneration as Rs. 8,50,000 p.a. as CTC (inclusive of all perquisites) and an additional incentive of Rs. 50,000 on completion of 12 months of service every year with effect from 17.07.2015 pursuant to the provisions of section 178 and 203 of the Companies Act, 2013 and the Rules made there under.



Appointment of Compliance Officer

The Chairman informed that consequent to the appointment of Company Secretary, Mr. Krunal Shah be appointed as Compliance Officer for the purposes of the Listing Agreement with Stock Exchanges and SEBI authorities. The Board is requested to consider and approve the following resolution.

"RESOLVED that Mr. Krunal Shah, Company Secretary/Senior Manager (Legal and Company Secretary) be and is hereby appointed as the Compliance Officer with immediate effect for the purposes of the Listing Agreement with Stock Exchanges and SEBI Regulations and intimation of the same be furnished to regulatory and other authorities".

RESOLVED further that the authorization already given to Mr. S. Udayananda, DGM (Finance) and CFO as Compliance officer be and is hereby withdrawn with immediate effect for the purposes of the Listing Agreement with Stock Exchanges and SEBI Regulations and intimation of the same be furnished to regulatory and other authorities".

//Certified true copy//

For Prime Urban Development India Limited

Vice Chairman and Managing Director