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To,  
The Corporate Services Department  
The Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Fort, Mumbai - 400 001.  
**Scrip Code: 521149**

Date: August 16, 2016

Dear Sir(s),

**Sub: Compliance under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Voting Results of Postal Ballot**

This has reference to our letter dated July 13, 2016 enclosing the postal ballot notice along with the explanatory statement seeking the consent of the members by way of special resolution vide postal ballot / e-voting with respect to the following items of business:

1. Giving Loan(s) / Guarantee(s) and/or Providing Security (ies) in connection with a loan and/or making Investment(s) by the Company under Section 186 of the Companies Act, 2013.
2. Creation/Modification of Charge(s)/ Mortgage(s)/ Hypothecation(s) and Encumbrance(s) on the movable and immovable properties of the Company both present and future under Section 180(1)(a) of the Companies Act, 2013.
3. Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

In connection with the above and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the aforesaid resolutions have been passed by the members of the Company by requisite majority.

Please find enclosed the voting results and consolidated Report of the Scrutinizer on Remote e-voting and voting through postal ballot in accordance with Rule 22 of the Companies (Management and Administration) Rules, 2014. The above are also being uploaded on the Company's website.

Kindly take the same on record.

Thanking You,

Yours faithfully,

**For Prime Urban Development India Limited**

**Krunal Shah**

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





**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman,  
**PRIME URBAN DEVELOPMENT INDIA LIMITED**  
CIN: L70200TZ1936PLC000001  
110, AVANASHI ROAD,  
GANDHI NAGAR, POST TIRUPUR  
TN 641603

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary of Mumbai has been appointed as the Scrutinizer by the Board of Directors of **PRIME URBAN DEVELOPMENT INDIA LIMITED** at its Meeting held on June 28, 2016 as the Scrutinizer for conducting Postal Ballot / E-voting process and I have given my consent to act as Scrutinizer vide letter dated June 27, 2016 for passing of the following Special Resolution by Postal Ballot:

**SPECIAL RESOLUTION**

1. Giving Loan(s) / Guarantee(s) and/or providing security (ies) in connection with a Loan and/or making investment(s) by the Company under Section 186 of the Companies Act, 2013.
2. Creation/Modification of Charge(s)/Mortgage(s)/Hypothecation(s) and Encumbrance(s) on the Movable and Immovable properties of the Company both present and future under Section 180(1)(a) of the Companies Act, 2013.
3. Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

I hereby submit my Report as under:-

- a. The Company completed dispatch of Postal Ballot Notices along with Postal Ballot Forms and Postage pre-paid self addressed Envelopes by Wednesday, 13<sup>th</sup> July, 2016.
- b. The Company had made an advertisement regarding dispatch of Postal Ballot Forms/Notices in Financial Express (English Newspaper) and in Malai Murasu (Regional Language Newspaper) on Thursday, 14<sup>th</sup> July, 2016.
- c. The Company has availed the services of CDSL to provide e-voting facilities to the Members of the Company.
- d. The remote e-voting commenced from 9:00 a.m. (IST) on July 14, 2016 and ended at 5:00 p.m. (IST) on August 12, 2016.



- e. I have monitored the process of electronic voting through the Scrutinizer's secured link provided by CDSL on the designated website [www.evotingindia.com](http://www.evotingindia.com)
- f. The Postal Ballot Forms received during the voting period were kept under my safe custody and were opened in my presence. The e-voting module was unblocked at 5:07 p.m. on August 12, 2016 in the presence of two witnesses, Mr. Bhaumin Shah and Mr. Harsh Kesharia, who are not in the employment of Prime Urban Development India Limited. They have signed below in confirmation of the votes being unblocked in their presence and the e-voting results/list was downloaded from the CDSL website.

B.V. Shah

Name: Mr. Bhaumin Shah

Harsh Kesharia

Name: Mr. Harsh Kesharia

- g. All Postal Ballot Forms received and e-votes casted up to 5:00 p.m. on August 12, 2016 the last date and time fixed by the Company for receipt of the votes/forms were considered for my Scrutiny.
- h. I received total 42 (Forty Two) Postal Ballot Forms from the Members of the Company. Out of 42 Postal Ballot Forms, 2 Forms were found invalid due to following reasons:

Sr. No. of Postal Ballot Form	Name of Member	No. of Shares	Reason
5	-	-	The envelope contained only Postal Ballot Notice
27	Anil Somani	250	The concerned Member had casted his vote on all the Resolution both "Assent" and "Dissent"

- i. The remaining 40 (Forty) Postal Ballot Form were scanned and sent to M/s. S.K.D.C. Consultants Ltd for verification of signatures and other details. M/s. S.K.D.C. Consultants Ltd by their e-mail dated 12<sup>th</sup> August, 2016 have intimated that out of 40 Postal Ballot Forms, 2 Forms were found invalid due to following reasons:

Sr. No. of Postal Ballot Form	Name of Member	No. of Shares	Reason
16	Swapnil Jayprakash Patel	500	Signature Difference
38	K Rajasekaran	200	Signature Difference






- j. There were 4405 Members of the Company on cut-off date i.e. 1<sup>st</sup> July, 2016. Out of 4405 Members, 1122 Members had registered their e-mail id with M/s. S.K.D.C. Consultants Ltd (R&T) and accordingly Postal Ballot Forms were sent to the Members through e-mail. None of the e-mail had bounced back. Out of remaining 3283 Members, in case of 57 Members there was Stop Transfer. Accordingly, Postal Ballot Forms were sent to 1 Member through Airmail and 3225 Members through Registered Post from Coimbatore H. P. O. 641 001.
- k. I did not find any defaced or mutilated Ballot paper.
- l. The particulars of all the Postal Ballot Forms received from the Members in Physical form and Electronic Voting Report generated from CDSL have been entered in a Register separately maintained for the purpose.
- m. Detailed summary of Result with assent/dissent for the Resolutions is attached with this report as **Annexure - I**.
- n. The Resolutions were passed by the requisite majority.
- o. I have handed over the Postal Ballot Forms and other related papers/registers and records for safe custody to the Company Secretary of the Company.
- p. You may accordingly declare the result of the voting by Postal Ballot and e-voting.

**Date: 16/08/2016**  
**Place: Mumbai**



**For S. K. Jain & Co.**  
**Company Secretaries**

  
**S. K. Jain**  
**Proprietor**  
**C. P. No. 3076**

**ANNEXURE - I**

**VOTING RESULT OF POSTAL BALLOT**

<b>Company Name</b>	<b>PRIME URBAN DEVELOPMENT INDIA LIMITED</b>
<b>Date of declaration of results of Postal Ballot including Voting by Electronic means</b>	August 16, 2016
<b>Total number of Shareholders on record date:</b> (being the Cut-off date for determining shareholders entitled to vote - 1 <sup>st</sup> July, 2016)	4,405
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	Not Applicable
<b>No. of shareholders attended the meeting through Video Conferencing :</b> Promoters and Promoter Group: Public:	Not Applicable

**Agenda-wise disclosure**

**Item No. 1 - Giving Loan(s) / Guarantee(s) and/or providing security(ies) in connection with a Loan and/or making investment(s) by the Company under Section 186 of the Companies Act, 2013:**

<b>Resolution Required:</b>					<b>Special Resolution</b>			
<b>Whether promoter / promoter groups are interested in the agenda / resolution:</b>					<b>No</b>			
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Votes Polled on outstanding shares</b>	<b>No. of Votes - in favour</b>	<b>No. of Votes - against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)= [(2)/(1)]*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/ (2)]*100</b>	<b>(7)=[(5)/ (2)]*100</b>
Promoter and Promoter Group	E-Voting		1,89,12,356	100	1,89,12,356	0	100	0
	Postal Ballot	1,89,12,356	0	0	0	0	0	0
	<b>Total</b>	1,89,12,356	1,89,12,356	100	1,89,12,356	0	100	0
Public - Institutions	E-Voting		0	0	0	0	0	0
	Postal Ballot	3,750	0	0	0	0	0	0
	<b>Total</b>	3,750	0	0	0	0	0	0
Public - Non Institutions	E-Voting		1,43,516	1.8572	1,43,266	250	99.8258	0.1742
	Postal Ballot	77,27,494	17,996	0.2329	15,319	2,677	85.1245	14.8755
	<b>Total</b>	77,27,494	1,61,512	2.0901	1,58,585	2,927	98.1878	1.8122
<b>Total</b>		<b>2,66,43,600</b>	<b>1,90,73,868</b>	<b>71.5889</b>	<b>1,90,70,941</b>	<b>2,927</b>	<b>99.9847</b>	<b>0.0153</b>





**Item No. 2 – Creation/Modification of Charge(s)/Mortgage(s)/Hypothecation(s) and Encumbrance(s) on the Movable and Immovable properties of the Company both present and future under Section 180(1)(a) of the Companies Act, 2013:**

Resolution Required:					Special Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,89,12,356	1,89,12,356	100	1,89,12,356	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1,89,12,356	1,89,12,356	100	1,89,12,356	0	100
Public – Institutions	E-Voting	3,750	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		3,750	0	0	0	0	0
Public - Non Institutions	E-Voting	77,27,494	1,43,516	1.8572	1,43,266	250	99.8258	0.1742
	Postal Ballot		17,246	0.2232	14,569	2,677	84.4776	15.5224
	Total		77,27,494	1,60,762	2.0804	1,57,835	2,927	98.1793
<b>Total</b>		<b>2,66,43,600</b>	<b>1,90,73,118</b>	<b>71.5861</b>	<b>1,90,70,191</b>	<b>2,927</b>	<b>99.9847</b>	<b>0.0153</b>

**Item No. 3 – Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013:**

Resolution Required:					Special Resolution			
Whether promoter / promoter groups are interested in the agenda / resolution:					No			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,89,12,356	1,89,12,356	100	1,89,12,356	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		1,89,12,356	1,89,12,356	100	1,89,12,356	0	100
Public – Institutions	E-Voting	3,750	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		3,750	0	0	0	0	0
Public - Non Institutions	E-Voting	77,27,494	1,43,516	1.8572	1,43,266	250	99.8258	0.1742
	Postal Ballot		17,246	0.2232	15,069	2,177	87.3768	12.6232
	Total		77,27,494	1,60,762	2.0804	1,58,335	2,427	98.4903
<b>Total</b>		<b>2,66,43,600</b>	<b>1,90,73,118</b>	<b>71.5861</b>	<b>1,90,70,691</b>	<b>2,427</b>	<b>99.9873</b>	<b>0.0127</b>





**Consolidated Result of Voting through Postal Ballot and E-Voting**

Item No.	Resolution	Type of Resolution	Type of Voting	Valid Votes				Invalid Votes/Abstain	
				Votes in Favour		Votes Against		No. of Members who voted	No. of Votes cast
				No. of Members who voted	No. of Votes Cast	No. of Members who voted	No. of Votes Cast		
1	Giving Loan(s) / Guarantee(s) and/or providing security (ies) in connection with a Loan and/or making investment(s) by the Company under Section 186 of the Companies Act, 2013.	Special	E-Voting	19	1,90,55,622	1	250	0	0
			Postal Ballot	32	15,319	6	2,677	3	950
			<b>Total</b>	<b>51</b>	<b>1,90,70,941</b>	<b>7</b>	<b>2,927</b>	<b>3</b>	<b>950</b>
2	Creation/Modification of Charge(s)/Mortgage(s)/Hypothecation(s) and Encumbrance(s) on the Movable and Immovable properties of the Company both present and future under Section 180(1)(a) of the Companies Act, 2013.	Special	E-Voting	19	1,90,55,622	1	250	0	0
			Postal Ballot	31	14,569	6	2,677	3	950
			<b>Total</b>	<b>50</b>	<b>1,90,70,191</b>	<b>7</b>	<b>2,927</b>	<b>3</b>	<b>950</b>
3	Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013.	Special	E-Voting	19	1,90,55,622	1	250	0	0
			Postal Ballot	32	15,069	5	2,177	3	950
			<b>Total</b>	<b>51</b>	<b>1,90,70,691</b>	<b>6</b>	<b>2,427</b>	<b>3</b>	<b>950</b>





Sr. No.	Shareholder Status	Client ID / Folio No.	Member's Name	No. of Shares	Resolution 1 Assent	Resolution 1 Dissent	Resolution 2 Assent	Resolution 2 Dissent	Resolution 3 Assent	Resolution 3 Dissent	Rejection
1	Individual	12029400000005810	Prakash Mahendra Shah J/W Mahendra Chundulal Shah	500	500		500		500		
2	Individual	009848	T. Sureshwar	250	250		250		250		
3	Individual	IN30338210131712	Arvind Kumar S	500	500		500		500		
4	Individual	004739	Meharban D.M	500	0		0		0		Only Postal Ballot Notice was provided
5	Individual	IN30286510514107	Urmil Gupta	127		127				127	
6	Individual	009766	S Janakjagan	500	500		500		500		
7	Individual	IN30105510028815	J/W J Parvathi Raman	1271	1271		1271		1271		
8	Individual	012078	Labh Chand Jain	500	500		500		500		
9	Individual	IN30347540316799	Vinethandra Prabhudas Chotali J/W Sneha Vinethandra Chotali	250	250		250		250		
10	Individual	004300	Miss Shirati Bihari	500	500		500		500		
11	Individual	IN30394415009354	J/W Mrs Vimala Bhatt	299	299		299		299		
12	Individual	004857	A.N Kumara garbh	250	250		250		250		
13	Individual	IN3002141306889	Mis. Brundaban Mehta	500	500		500		500		
14	Individual	IN30074000059136	K.P Paramasivan	550	550		550		550		
15	Individual	1201170000059378	Saribhanda Mahesh Vande	500	0		0		0		Signature Difference
16	Individual	013133	Sawanil Vijaykumar Patel Anand M Fatehpuria	250	250		250		250		
17	Individual	004764	Punam A Fatehpuria	500	500		500		500		
18	Individual	IN30039413177599	J/W N Prabhakar Rao	500	500		500		500		
19	Individual	IN30214810036588	G Rajagopalan	50	50		50		50		
20	Individual	1204520000068174	M Kubendrapa	21	21		21		21		
21	Individual	008844	Keral Ashok Shah	495	495		495		495		
22	Individual	008344	Harima Ashok Shah	1750	1750		1750		1750		
23	Individual	008516	J/W Mrs Ashok Shah	250	250		250		250		
24	Individual	008516	Mrs P K Parthasarathi	500	500		500		500		
25	Individual	007804	Sundaravadanam V D	750	750		750		750		
26	Individual	IN30036020376074	T Nagralan	250	0		0		0		Postal Ballot was found with both assent as well as dissent
27	Individual		M Periaswamy	250	0		0		0		
28	Individual	1203000000004991	Aril Samath	500	500		500		500		
29	Individual	002619	Rajankant Narayandas Shah - Pankajwala	750	750		750		750		
30	Individual	002314	J/W Rajakumar Rajkant Shah - Pankajwala	750	750		750		750		
31	Individual	004611	R Sachinvelu	250	250		250		250		
32	Individual	IN30009511151572	K. Suresh Kumar	5	5		5		5		
33	Individual	IN30199110180765	Indra Kumar Bagil	125	125		125		125		
34	Individual	1601010000060930	Hasmukhal Ambalal Shah	3	3		3		3		
35	Individual	IN30125028123903	J/W Yashwanth Hasmukhal Shah	1800	1800		1800		1800		
36	Individual	004433	Kalann Kumar Jagrany	250	250		250		250		
37	Individual	010067	Krishnendu Saha	500	500		500		500		
38	Individual	014415	Uma Kant Pandey	200	0		0		0		Signature Difference
39	Individual	011778	Sangey Khand	250	250		250		250		
40	Individual	1202300000023641	J/W Madhukarra Phard K Rajkeshwari	500	500		500		500		
41	Individual	009411	Purvi Bhavsar	18946	18946		18946		18946		
42	Individual		J/W Manjilaben Bhavsar	250	250		250		250		
			J/W Purvi Bhavsar	500	500		500		500		
			S. Vasanth	500	500		500		500		
			J/W S.Muthu.Sankar	15319	2677	15669	1877	15069	2177		

