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August 22, 2017

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort, Mumbai -400 001
Scrip Code: 521149

Dear Sirs,

Sub: Notice of the Adjourned 80th Annual General Meeting

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Notice dated August 11, 2017 convening the Adjourned 80th Annual General Meeting of the Company held on Thursday, September 7, 2017 at 3.00 p.m. at the Registered Office of the Company situated at 110 Avanashi Road, Gandhi Nagar Post, Tirupur-641 603, Tamil Nadu, India.

The above is also uploaded on the Company's website i.e. www.ptlonline.com.

Kindly take the same on records and acknowledge receipt of the same.

Thanking You,

Yours faithfully,

For Prime Urban Development India Limited

Krunal Shah

Senior Manager- Legal and Company Secretary



Encl: As above

PRIME URBAN[®]
DEVELOPMENT INDIA LTD.

Registered Office : 110, Avanashi Road, Gandhinagar P.O., Tirupur - 641 603 (T.N.)
Ph. : (0) 91-421-4307800, 2470065, Telefax : 91-421-2471463 E.mail : prime@ptlonline.com
Corp Off : 54. 5th Floor, Free Press House, 215, Free Press Journal Marg, Nariman Point,
Mumbai - 400 021. Tel No : 022-61645000, CIN No : L70200 TZ 1936 PLC 000001
www.ptlonline.com / www.primeurban.in



PRIME URBAN DEVELOPMENT INDIA LIMITED
Corporate Identity Number (CIN): L70200TZ1936PLC000001
Regd. Office: 110, Avanashi Road, Gandhinagar Post, Tirupur - 641 603
Website: www.ptlonline.com, Email id: companysecretary@ptlonline.com
Tel. No: +91 421- 4307800 Fax: +91 421-2471463

NOTICE

NOTICE is hereby given that the Adjourned EIGHTIETH Annual General Meeting of the Members of PRIME URBAN DEVELOPMENT INDIA LIMITED will be held at the Registered Office of the Company situated at 110 Avanashi Road, Gandhi Nagar Post, Tirupur-641 603, Tamil Nadu on Thursday, September 7, 2017 at 3:00 pm to transact the following business:

ORDINARY BUSINESS

4. To consider the appointment of M/s. L. U. Krishnan & Co., Chartered Accountants (Registration Number-001527S) as Statutory Auditors of the Company, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, (including any statutory modification(s) or re-enactments thereof for the time being in force), M/s. L. U. Krishnan & Co., Chartered Accountants, (Firm Registration No. 001527S) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 5 years from the conclusion of this 80th Annual General Meeting ("AGM") till the conclusion of 85th AGM of the Company, subject to ratification of the said appointment at every intervening AGM held after this AGM, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to file all necessary forms with the Registrar of Companies and to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed necessary for giving effect to the above Resolution."

By Order of the Board of Directors
For Prime Urban Development India Limited

Place: Mumbai
Date: August 11, 2017

Krunal Shah
Senior Manager-Legal and Company Secretary

Registered Office:
110, Avanashi Road,
Gandhinagar Post,
Tirupur-641 603, Tamil Nadu.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ADJOURNED ANNUAL GENERAL MEETING ("**Adjourned AGM**") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Member. The instrument appointing the Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Adjourned AGM. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.
2. Corporate members intending to send their authorized representative(s) to attend the Adjourned AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Adjourned AGM.
3. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in.
4. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the Adjourned AGM.
5. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

S.K.D.C. Consultants Limited

Kanapathy Towers, 3rd Floor,
1391/A-1, Sathy Road, Ganapathy Post,
Coimbatore-641 006, Tamil Nadu
Tel No. +91 422 4958995/2539835-836
Fax No. +91 422 2539837
Email: info@skdc-consultants.com

6. a. In accordance to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer to its Members facility for voting through electronic means ("E-voting") on the resolution proposed to be passed at the Adjourned AGM.

The Company has engaged Central Depository Services (India) Limited ("CDSL"), an agency authorized by the Ministry of Corporate Affairs for providing e-voting platform.

- b. The Members may cast their votes through E-voting from a place other than the venue of the Adjourned AGM ("Remote E-voting").

- c. Voting through physical ballot paper shall be made available at the Adjourned AGM and the Members attending the Adjourned AGM who have not cast their vote by Remote E-voting shall be able to cast their vote by physical ballot paper at the Meeting.
 - d. The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.
7. Mr. S. Ramanathan, Practising Chartered Accountant (Membership No. FCA 019532) has been appointed as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the Adjourned AGM in a fair and transparent manner.
 8. The Scrutinizer shall, after scrutinising the votes cast at the Adjourned AGM and through Remote E-voting, not later than 2 (two) days from the conclusion of the Adjourned AGM make a consolidated Scrutinizer's report and submit the same to the Chairman.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company i.e. www.ptlonline.com and on the website of CDSL and shall also be communicated to BSE Limited.
 9. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.
 10. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Adjourned AGM.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, September 4, 2017 at 9.00 a.m. and ends on Wednesday, September 6, 2017 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, August 31, 2017 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.
- (iv) Click on Shareholders.
- (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. Members 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 and voted on an earlier 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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.
	If both the details are not recorded with the depository or the Company please enter the member id/folio no. in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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 Members 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 URBAN DEVELOPMENT INDIA 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual shareholders and Custodians
- Non-Individual Shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board of Directors
For Prime Urban Development India Limited

Place: Mumbai
Date: August 11, 2017

Krunal Shah
Senior Manager-Legal and Company Secretary

Registered Office:
110, Avanashi Road,
Gandhinagar Post,
Tirupur-641 603, Tamil Nadu

ROUTE MAP FOR ANNUAL GENERAL MEETING





PRIME URBAN DEVELOPMENT INDIA LIMITED
Corporate Identity Number (CIN): L70200TZ1936PLC000001
Regd. Office: 110, Avanashi Road, Gandhinagar Post, Tirupur-641 603
Website: www.ptlonline.com, Email id: companysecretary@ptlonline.com
Tel. No: +91 421- 4307800 Fax: +91 421-2471463

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail Id : _____

Folio No. / Client Id : _____

DP ID : _____

I / We, being the Member(s) of _____ shares of the above named Company hereby appoint:

1. Name : _____

Address: _____

E-mail Id : _____ Signature: _____, or failing him

2. Name : _____

Address: _____

E-mail Id : _____ Signature: _____, or failing him

3. Name : _____

Address: _____

E-mail Id : _____ Signature: _____, or failing him

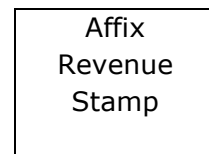
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Adjourned Eightieth Annual General Meeting of the Company, to be held Thursday, September 7, 2017 at 3:00 pm at 110 Avanashi Road, Gandhi Nagar Post, Tirupur - 641 603, Tamil Nadu and at any adjournment thereof in respect of resolution as indicated below:

Resolution No.	Particulars of Resolution
Ordinary Business	
4.	Appointment of M/s. L. U Krishnan & Co., Chartered Accountants (Registration Number-001527S) as Statutory Auditors of the Company.

Signed this _____ day of September, 2017

Signature of the Shareholder _____

Signature of Proxy holder(s) _____



Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



PRIME URBAN DEVELOPMENT INDIA LIMITED

Corporate Identity Number (CIN): L70200TZ1936PLC000001

Regd. Office: 110, Avanashi Road, Gandhinagar Post, Tirupur-641 603
Website: www.ptlonline.com, Email id: companysecretary@ptlonline.com
Tel. No: +91 421- 4307800 Fax: +91 421-2471463

ADJOURNED EIGHTIETH ANNUAL GENERAL MEETING – SEPTEMBER 7, 2017 AT 3:00 PM

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Sr. No.

Name and Address of the Shareholder	
Joint holder(s)	
Regd. Folio/DP ID & Client ID	
Number of Shares	

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the Adjourned Eightieth Annual General Meeting of the Company being held on Thursday, September 7, 2017 at 3:00 pm at 110, Avanashi Road, Gandhinagar Post, Tirupur - 641 603, Tamil Nadu.

Name of the Shareholder(s)/Proxy(s)
(in block Letters)

Signature of the Shareholder(s)/Proxy(s)

Note: Shareholder/Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance of the venue of the meeting.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD/ PIN
170821076		