



PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED

"Annexure G"

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2024-2025

(Pursuant to Regulation 34 (3) and Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015).

The Corporate Governance Code is a professional system framed for directing and controlling the organization. The purpose is to ensure compliance of local statutes and ensure safeguard and value addition in long term to the Interest of its Members, Creditors, Customers and Employees.

Corporate Governance has been a continuous journey and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. The Company has laid a strong foundation for making Corporate Governance. The Company has initiated the practice of incorporating the Corporate Report in the Annual Report in Compliance with Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI (LODR Regulations)"). A concerted attempt has been made to bring in transparency and professionalism to ensure ethical standard in business activities while implementing the Corporate Governance Code.

1 COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to good Corporate Governance and has implemented the Corporate Governance norms as prescribed by SEBI. The Company's philosophy of Corporate Governance is based on preserving core values and ethical Business conduct which enhances the efficiency of the Board and inculcates a culture of transparency, accountability and integrity across the Company. The Company has laid a strong foundation for making Corporate Governance by constituting a Board with a balanced mix of experts of eminence and integrity, forming a core group of top level executives, inducting competent professionals across the organization and putting in place appropriate systems, process and technology.

The management places on record that the mandatory compliances to constitute various committees as required by "SEBI (LODR Regulations)" are in place.

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated "SEBI (LODR Regulations)" as applicable to the Company is set out below:

2 BOARD OF DIRECTORS

The Company is fully compliant with the Corporate Governance Norms in terms of constitution of the Board which is well blended with a good combination of Executive and Independent Directors. The Board has complete access to any information within the Company & to any employee of the Company.

Pursuant to "SEBI (LODR Regulations)", the Board meets at least once in every quarter to review quarterly/annual results and other items on the agenda and gap between two board meetings is not more than 120 Days, but the same has been extended by MCA to conduct the Board meeting not exceeding gap more than 180 days between two Board meetings. The Board is apprised and informed of all the important information relating to the business of the Company.



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As on 31st March, 2025 strength of the Board of Directors was six, whose composition is given below:

Promoter, Chairman - 1
Promoter, Whole Time Directors - 2
Independent Directors - 3

During the financial year ended 31st March, 2025, five Board meetings were held on 10th May,2024, 30th May,2024, 14th August,2024, 14th November,2024 and 28th January,2025.

Attendance of Directors at Board Meetings during the Financial Year and the last AGM and Number of Directorships/ Committee positions of Directors as on 31st March, 2025 were as under:

Name of the Director	Composition and Category	No. of Board Meetings attended	Relationship	Attendance at Last AGM Held on September 30, 2024	No. of Directorship in other Companies	No. of Committee position held in other Companies	Number of Shares held
Shri Padmshi L. Soni	Chairman and Promoter	5	Father of Mr. Manish P. Soni and Mr. Vishal P. Soni	Yes	1	Nil	99,79,614
Shri Manish P. Soni	Whole time Director and Promoter	5	Son of Padamshi L.Soni and Brother of Mr.Vishal P. Soni	Yes	1	Nil	2,00,000
Shri. Vishal P. Soni	Whole time Director and Promoter	5	Son of Padamshi L.Soni and Brother of Mr. Manish P. Soni	Yes	1	Nil	2,00,000
Mr. Alok Chowdhury	Independent Director	5	NA	Yes	Nil	Nil	200
Mr. Satendra Bhatnagar	Independent Director	5	NA	Yes	1	Nil	--
Mrs. Meena Kapadi	Independent Director	5	NA	Yes	4	Nil	--



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The Familiarization program for Independent Directors is available at the link www.ppdcl.com Note: Independent Directors have the same meaning as interpreted in SEBI (LODR) Regulation 2015 and Companies Act 2013.

SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS:

The following is the list of core skills / expertise /competencies identified by the Board of Directors that are required in the context of the Company's business and that the said skills are available with the Board Members:

Knowledge on Company's businesses policies and culture (including the Mission, Vision and Values) major risks/ threats and potential opportunities and knowledge of the industry in which the Company operates.

Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company

Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision Making Financial and Management skills.

Professional skills and specialized knowledge in relation to Company's business.

3. AUDIT COMMITTEE:

The Audit Committee consists of Members who possesses adequate knowledge of Accounts, Audit, Finance, etc. The Composition of Audit Committee meets the requirement of Section 177 of Companies Act, 2013 and Regulation 18(3) and Part C of Schedule II of the SEBI (LODR Regulations) The primary role of Audit Committee as defined in the SEBI (LODR) Regulation 2015 and Companies Act 2013 as amended from time to time, interalia, is:

- To oversee the Company's financial reporting process and disclosure of financial information.
- To review the financial statements, adequacy of internal control systems and periodic Audit reports.
- To recommend to the Board the matters relating to the financial management of the Company.
- To recommend appointment/re-appointment of Statutory Auditors and fixation of their remuneration.
- To hold discussions with Statutory Auditors periodically.
- To review the financial statements, in particular, the investments made by unlisted Subsidiary Company.

The Statutory Auditors of the Company are invited to attend Audit Committee Meetings, to discuss and review the quarterly/ half yearly unaudited results, the annual audited accounts, internal audit, matters relating to the compliance with accounting standards, Auditor's observations arising from the audit of the Company's accounts and other related matters.

The Chairman of the Audit Committee is an Independent Director. He was present at the AGM of the Company held on 30.09.2024. During the financial year ended 31st March, 2025 four Audit Committee Meetings were held on 30th May, 2024, 14th August, 2024, 14th November, 2024, 28th January, 2025.

The names of the Committee Members and number of Meetings attended during the year are as follows:



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Name of the Members	Composition and Category	Total Meetings Attended
Shri Padamshi L. Soni	Member, Promoter Directors	4
Shri. Satendra Kumar Bhatnagar	Chairman, Independent Director	4
Shri. Alok Amulya Chowdhury	Member, Independent Director	4
Mrs. Meena Kapadi	Member, Independent Director	4

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee's Constitution and terms of reference are in Compliance with the provision of Section 188 of Companies Act, 2013 and Regulation 19 and Part D of the Schedule II of the SEBI (LODR regulations).

The terms of reference of the Committee is to determine, review and recommend the Company's policy on specific remuneration packages for Whole Time Directors, Non-Executive Directors and commission payable to the Chairman of the Company.

The recommendations of the Committee are put up to the Board of Directors and Shareholders of the Company. The Remuneration Committee met 2(Two) times during the year 2024-2025 on 10th May, 2024, 30th May, 2024.

The names of the Committee Members, their composition are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Mrs. Meena Kapadi	Member, Independent Director	2
Shri. Satendra Kumar Bhatnagar	Member, Independent Director	2
Shri. Alok Amulya Chowdhury	Chairman, Independent Director	2

The remuneration package/sitting fee given to the directors during the year 2024-2025 is as follows:



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a. Non-Executive Director

Name	Commission	Sitting Fees
Shri. Alok Chowdhury (w.e.f 12.11.2020)	NIL	Rs. 25,000/- per person per meeting plus expenses not more than Rs. 5000/-.
Shr. Satendra Kumar Bhatnagar (w.e.f 12.11.2020)	NIL	
Mrs. Meena Kapadi (w.e.f 12.11.2020)	NIL	

a. Executive Director

Name of Director and Period of Appointment	Salary (in Rs.)	Benefits, Perquisites & Allowances (in Rs.)	Commission (in Rs.)	ESPS
Shri. Padamshi L. Soni	36,00,000	-	-	-
Shri Manish P. Soni	18,00,000	-	-	-
Shri Vishal P. Soni	18,00,000	-	-	-

All the Executive Directors are associated with the Company since inception.

The Executive Directors on the Board serve in accordance with the terms of their contracts of service with the Company. Details of equity shares of the Company held by the Directors as on March 31, 2025 are given below:

Name	Number of Equity Shares
Shri Padamshi L. Soni	99,79,614
Shri Manish P. Soni	2,00,000
Shri Vishal P. Soni	2,00,000
Mrs. Meena Kapadi	Nil
Shri. Satendra Kumar Bhatnagar	Nil
Shri. Alok Amulya Chowdhury	200



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5. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee's Constitution and terms of reference are in Compliance with provisions of the Companies Act, 2013 and Regulation 20 and Part D of Schedule VI of the SEBI (LODR Regulation).

The Committee reviews all matters connected with the physical securities transfer. The Committee also looks into redressal of Shareholders' complaints relating to transfer of shares/ dematerialization, non-receipt of balance sheet, non-receipt of dividends, issue of share certificates on account of bonus, split or any other matter related to securities of the Company. The Committee oversees the performance of the Registrar and Transfer Agents and recommends measures for overall improvement in the quality of investor services. The Committee meets as and when required, depending upon grievances and/ or request for physical transfer of securities received by the Company.

The report received from the Share Transfer Agents as reviewed by the Committee is placed at the Board Meetings from time to time. During the Financial year ended March 31, 2025, four Stakeholders Relationship Committee Meetings were held on 30th May, 2024, 14th August, 2024, 14th November, 2024, 28th January, 2025.

The names of the Committee Members and meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Shri Manish Soni	Member, Whole Time Director	4
Shri Vishal Soni	Member, Whole Time Director	4
Mrs. Meena Kapadi	Chairperson, Independent Director	4
Shri. Satendra Kumar Bhatnagar	Member, Independent Director	4

The Company has attended the investor's grievances/ correspondence promptly. There were no investors' complaints pending for a period exceeding 30 days as on March 31, 2025.

All the requests for transfer & and requests for dematerialization of shares, if any, were duly complied as on March 31, 2025.

Name and designation of Compliance Officer Mrs. Neelam Maheshwari Company Secretary and Compliance officer Email:compliance_officer@ppdcl.com, Ph.No.:022- 26242144.



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6. Corporate Social Responsibility (CSR)

Committee's detailed information report on Corporate Social Responsibility Policy developed and implemented by the Company on CSR initiatives taken during the year pursuant to Section 135 and read with Schedule VII of the Companies Act, 2013 is annexed in the Annual Report on CSR activities. During the financial year ended March 31, 2025, meeting for Corporate Social Responsibility Committee was not held as the Company does not fall under the purview of Section 135 of Companies Act, 2013 and Rules made there under.

The names of the Committee Members and meetings attended during the year are as follows:

Name of The Members	Composition and Category	Total Meetings Attended
Shri Padamshi L Soni	Member, Promoter Director	NA
Shri Manish P Soni	Member, Whole Time Director	NA
Shri Vishal P Soni	Member, Whole Time Director	NA
Shri. Alok Chowdhury	Chairman, Independent Director	NA

7. Other Committees

Risk Management Committee

The Risk Management Committee's constitution and terms of reference are in compliance with the Provisions of the Companies Act, 2013 and Regulation 21 of SEBI (LODR Regulations, 2015). The committee lays down procedures to inform Board members about the risk assessment and minimization procedures and the Board has formulated a risk management policy for Company.

During the financial year ended March 31, 2025, no Risk Management Committee Meeting was held for the Company.

The Risk Management Committee is not applicable to the Company but the Committee has been constituted by the Company.

The names of the Committee Members and meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Shri Padamshi L Soni	Chairman	0
Shri Manish P Soni	Member, Whole Time Director	0
Shri Vishal P Soni	Member, Whole Time Director	0



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INDEPENDENT DIRECTOR COMMITTEE

During the financial year ended March 31, 2025, the Independent Directors met on 28th January, 2025.

The names of the Committee Members and meetings attended during the year are as follows:

Name of the Members	Composition and Category	Total Meetings Attended
Mrs. Meena Kapadi	Independent Director	1
Shri. Satendra Kumar Bhatnagar	Independent Director	1
Shri. Alok Amulya Chowdhury	Independent Director	1

8. SUBSIDIARY COMPANY

Sea-king Club Private Limited, an unlisted Company, is a wholly owned Subsidiary Company since February, 2010.

Shri Padamshi L Soni, Shri Manish P Soni and Shri Vishal P Soni are the Directors of the Company. The Audit Committee of Prime Property Development Corporation Limited reviews the Financial Statements, and in particular, the investment, if any, made by the unlisted Subsidiary Company. The Minutes of the Board meetings of the Subsidiary Company are placed at the Board meeting of Prime Property Development Corporation Limited. The management periodically brings to the attention of Board of Directors, all significant transactions and arrangements entered into by the Subsidiary Company. The Subsidiary Company has not made any investments as on 31.03.2025.

9. GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as under:

AGM	Financial Year	Date	Time	Venue	Special Resolution passed
32 nd AGM	2023- 2024	30 th September, 2024	12.30 P.M.	Video Conferencing or Other Audio Visual Means (VC or OAVM)	1.Remuneration of Mr. Manish P. Soni (DIN 00006485), Whole Time Director. 2.Remuneration of Mr. Vishal P. Soni (DIN 00006497), Whole Time
31 st AGM	2022- 2023	30 th September, 2023	12.30 P.M.	Video Conferencing or Other Audio Visual Means (VC or OAVM)	NIL
30 th AGM	2021- 2022	30 th September, 2022	12.30 P.M.	Video Conferencing or Other Audio Visual Means (VC or	Remuneration to Mr. Padamshi Soni (DIN 00006463), Chairman of the Company.



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The above mentioned special resolutions were passed in the meetings by the shareholders in the respective year.

No Extraordinary General Meeting was held during the year 2024-2025.

10. POSTAL BALLOT:

During the Financial Year 2024-2025, no resolution was passed through Postal Ballot.

11. DISCLOSURES:

The Board has authorized Prime Property Development Corporation Limited to lend and/or make investments or to give guarantee to the bankers of Sea-king Club Private Limited, its wholly owned Subsidiary Company, in one or more tranches, upto 100 crores (Rupees One hundred crores).

Outstanding Loan of Rs. 1188.88/- (Lacs) was given by the Company to Sea-King Club Private Limited as on 31.03.2025 as against Rs. 1244.40/- (Lacs) in the year 31.03.2024.

The Company has complied with all the requirements of the Listing Agreement with the BSE Limited as well as the Regulations and Guidelines of SEBI. No penalties were imposed or strictures passed against your Company by SEBI, Stock Exchange or any other statutory body on any matter relating to capital markets during last 3 years. The Company has laid down procedures to inform Board Members about the Risk assessment and minimization procedures, which are periodically reviewed.

The Whistle blower policy is put in place to report concerns about unethical behavior. As required, the Chairman of the Audit Committee is accessible if employees and Directors encounter any unethical behavior. The said policy has been also put up on the website of the Company at the following link www.ppdcl.com.

12. CODE OF CONDUCT:

The Company has formulated and implemented a Code of Conduct for all Board Members and Senior Management of the Company. In compliance with clause 49(1) (D) (II) of Listing Agreement, and Regulation 26 under SEBI (LODR Regulations) all personnel have affirmed to it.

13. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE:

As required by Schedule V of the Listing Regulations, the Auditor certificate on corporate governance is attached to this report as "Annexure G".



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14. MEANS OF COMMUNICATION:

The quarterly, half-yearly and yearly financial results of the Company are sent to the BSE Limited immediately after they are approved by the Board and these are published in the Free Press Journal (English Newspaper) and Navshakti (Marathi Newspaper).

Management Discussion & Analysis Report for the year ended March 31, 2025 forms a part of this Annual Report and is given under the section so captioned as "Annexure E".

Company has created a website addressed as www.ppdcl.com. Email address of the Company is compliance_officer@ppdcl.com.

15. UNCLAIMED DIVIDEND ACCOUNT:

Pursuant to the relevant provisions of the Companies Act, 2013 amounts that are unpaid/ unclaimed for a period of seven years are transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members can check the details of unpaid/ unclaimed dividend at the website of the Company www.ppdcl.com. Also the said information is available with the ministry of Corporate Affairs at www.mca.gov.in.

Financial Year	Date of Declaration of Dividend	Percentage of declaration	Unclaimed Amount as on 31 st March, 2025	Due Date for transfer to IEPF Account
2017-2018	29 th September, 2018	20% of paid up share capital	406,585	4 th November, 2025
2018-2019	NA	NA	NA	NA
2019-2020	NA	NA	NA	NA
2020-2021	NA	NA	NA	NA
2021-2022	NA	NA	NA	NA
2022-2023	NA	NA	NA	NA
2023-2024	NA	NA	NA	NA
2024-2025	NA	NA	NA	NA

Pursuant to the provisions of Section 124 & 125 of the Companies Act, 2013, as amended, dividend and shares for the financial year ended 31st March 2017 which remain unpaid or unclaimed for a period of 7 years was transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed the dividend warrant pertaining to the financial year ended 31st March 2018 are requested to approach the company before the due date.



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The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unpaid/ unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividend / shares are transferred to the IEPF Authority can claim their shares/ dividend from the Authority.

In accordance with the said IEPF Rules and its amendments, since, there was no dividend the Company is not required to issue notice in newspaper for transferring amount and shares to IEPF Authority. In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001 Rs. 1449000/- of unpaid / unclaimed dividend and 289800 Equity shares were transferred during the financial year 2024-2025 to the Investor Education and Protection Fund.

16. INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN) .

ISIN is a unique identification number of traded scrip. The number has to be quoted in each transaction relating to the dematerialized equity shares of the Company. The Company's ISIN is INE233C01023.

17. PUBLICATION OF QUARTERLY / HALF YEARLY / ANNUAL RESULT

The Quarterly, Half Yearly, Nine Monthly and Annual Results of the Company are published in the prescribed proforma within 48 hours of the conclusion of the meeting of the Board in which they are considered, at least in one English newspaper circulating in the whole or substantially the whole of India and in one Vernacular newspaper of the State of Maharashtra where the Registered Office of the Company is situated.

The quarterly financial results during the financial year 2024-25 were published in The Free Press Journal (English Edition) and Navshakti (Marathi Edition) Newspapers as detailed below:

Quarter (F. Y.2024-25)	Date of Board Meeting	Date of publication
1. 30 th June,2024	14 th August,2024	16 th August,2024
2. 30 th September, 2024	14 th November,2024	15 th November,2024
3. 31 st December, 2024	28 th January,2025	29 th January,2025
4. 31 st March, 2025	30 th May,2025	31 st May,2025

18. FILING WITH BSE "LISTING CENTRE"

Pursuant to Regulation 10(1) of the SEBI (LODR Regulations), BSE has mandated the Listing Centre as the "Electronic Platform" for filing all mandatory filings and any other information to be filed with the Stock Exchanges by Listed Entities. All the data relating to financial results, shareholding pattern, Corporate Governance Report, various submissions/ disclosure documents etc., have been electronically filed with the Exchange on the "Listing Centre". (<http://listing.bseindia.com>).



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19. ANNUAL REPORTS:

Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, and Directors' Report along with relevant annexures, Business Responsibility/Sustainability Report, Auditor's Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD&A) Report forms part of the Annual Report and is enclosed hereto this report as "Annexure E"

20. E-VOTING

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 Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, members have been provided the facility to exercise their right to vote at General Meetings by electronic means, through e-Voting Services provided by Central Depository Services Limited ("CDSL").

21. SECRETARIAL AUDIT REPORT REGARDING RECONCILIATION OF SHARE CAPITAL

As required by Regulation 76 of the SEBI (Depositories and participants) Regulations, 2018) a quarterly audit is conducted by a Practicing Company Secretary, reconciling the Issued and Listed Share Capital of the Company with the aggregate of the shares held by the investors in physical form and in DEMAT form in CDSL and NSDL and said certificates are submitted to the BSE wherein the shares are traded, within the prescribed time limit.

As on March 31, 2025, there was no difference between the Issued capital and the aggregate of shares held by the investors in both physical form and in electronic form with depositories.

22. GENERAL SHAREHOLDER INFORMATION

Day, Date and Time: Tuesday, 30th September, 2025 at 12.30 P.M

Venue: 33rd Annual General Meeting of the Company to be held via Video Conferencing or Any other Video Means (AOVM).

Financial Calendar 2025-26:

Results for quarter ending June,2025	Declared on Thursday, 14 th August,2025
Results for quarter ending Sept,2025	By November 14, 2025
Results for quarter ending Dec,2025	By February 14, 2026
Results for Year ended March, 2026	By May 30, 2026

c) Date of Book Closure: 23rd September, 2025 to 30th September, 2025 (both days inclusive)

d) Listing on Stock Exchange: Shares of the Company are listed on BSE Limited. The company has duly paid the listing fees



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e) Stock Codes (for shares): 530695 Symbol (for shares): PRIMEPROP Demat ISIN Number in NSDL & CDSL: INE233C01023

Dividend Payment Date (if declared): The Directors have not proposed any Dividend for the year 2024-2025.

f) Market Price Data of the Company and comparison with BSE Sensex:

Month	Prime Property Development Corporation Limited.		Sensex/ S&P BSE	
	High	Low	High	Low
Apr 2024	34.47	27.01	75,124.28	71,816.46
May 2024	33.63	25.61	76,009.68	71,866.01
Jun 2024	32.93	26.61	79,671.58	70,234.43
Jul 2024	36.52	26.01	81,908.43	78,971.79
Aug 2024	42.48	28.06	82,637.03	78,295.86
Sep 2024	47.90	34.02	85,978.25	80,895.05
Oct 2024	35.95	29.50	84,648.40	79,137.98
Nov 2024	36.84	30.00	80,569.73	76,802.73
Dec 2024	44.99	33.03	82,317.74	77,560.79
Jan 2025	41.40	33.00	80,072.99	75,267.59
Feb 2025	39.01	31.47	78,735.41	73,141.27
Mar 2025	44.50	32.00	78,741.69	72,633.54



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Market Price Data



g) Registrar and Transfer Agents:

M/s MUFG Intime India Private Limited
 (Formerly Known as LINK INTIME INDIA PRIVATE LIMITED)
 C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083
 Tel: 022-49186000 Fax: 022-49186060.
 website: www.mpms.mufg.com

h) Share Transfer System:

The Company's shares are traded on BSE mandatorily in demat mode. Physical Shares which are lodged with the Registrar and Transfer Agents / or with the Company for transfer are processed and returned to the Shareholders duly transferred within the time limit stipulated under the Listing Agreement subject to the documents being in order. Members holding shares in physical form are requested to get them dematerialized for easy transactions on stock exchange.

i) Distribution of Shareholding as on March 31, 2025

No. of Equity Shares Held	Shareholders		No. of Shares	
	No	% of Total	No. of shares held	% of Total
UPTO 500	2929	81.3159	337832	1.9906
501-1000	286	7.94	234168	1.3798
1001-2000	150	4.1644	224926	1.3253



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2001-3000	64	1.7768	160895	0.9481
3001-4000	44	1.2215	159753	0.9413
4001-5000	26	0.7218	121860	0.7180
5001-10000	48	1.3326	371389	2.1884
10000- And Above	55	1.5269	15360257	90.5084
Total	3427	100	16971080	100

j. Share Holding Pattern as on March 31, 2025:

	Category	No. of shares	% of Shareholding
a.	Promoter's holding	12357036	72.81
b.	FII's	0	0
c.	Corporate Bodies	880669	5.19
d.	Public (In India)	3321072	19.56
e.	NRIs / OCBS	26537	0.16
f.	Clearing Member	100	0.0006
g.	Any Other (Trust/ HUF)	238655	1.41
h.	Investor Education And Protection Fund	147011	0.87
GRAND TOTAL		16971080	100

K. Top 10 Shareholders as of March 31, 2025:

Sr. no	Name of the Shareholder	Shares	% of holding
1	ZIRCON TRADERS LIMITED	308158	1.8158
2	PRECISE CONSULTING & ENGINEERING PVT LTD	278440	1.6407
3	AJESH DALAL	238470	1.4052
4	DIPTI D KOTHARI	200000	1.1785
5	PALLAVI DALAL	148540	0.8753
6	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	147011	0.8662



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7	SHALIBHADRA CONSULTANCY PRIVATE LIMITED	120000	0.7071
8	SHABBIR SOMJI	119000	0.7012
9	MIDAS JEWELS PRIVATE LIMITED	111759	0.6585
10	DILSHAD S SOMJI	102000	0.601

CORPORATE BENEFITS TO SHAREHOLDER

Dividend declared for last Eight Years:

Financial Year	Dividend declared date	Dividend Rate (%)
23-24	NA	NA
22-23	NA	NA
21-22	NA	NA
20-21	NA	NA
19-20	NA	NA
18-19	NA	NA
17-18	29 th September,2018	20% of paid up Capital
16-17	29 th September,2017	20% of paid up Capital

L. Dematerialization of shares:

99.54% of the Company's paid up equity share capital has been dematerialized up to March 31, 2025. Trading in the equity shares of the Company at BSE Limited is permitted only in dematerialized form.

The details of dematerialized shares as on March 31, 2025 are as under:

Depository	No. Of Shares	% Of Capital
CDSL	21,23,242	12.51
NSDL	1,47,69,638	87.03
Physical	78,200	0.46
Total	1,69,71,080	100

Request for dematerialization of Shares are processed and confirmation is given to the respective depositories i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days. Shares of the Company are traded on BSE.

Further, as per SEBI notification Number SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 regarding amendment to Regulation 40 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE



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REQUIREMENTS) regulation with reference to mandatory dematerialization for transfer of securities Thus, from December 05, 2018, or any other date as may be prescribed the shareholders will not be able to transfer their shares in physical mode. They will be required to dematerialize it first before transferring to anybody.

M. During the year, details of fees paid/payable to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part, by the Company and its subsidiaries, are given below:

Particulars	By the Company	By the Subsidiaries	Total Amount
Audit Fees	4,72,000/-	5,00,000/-	9,72,000/-
Tax Matters			
Certification Other Services	1,18,000/-		1,18,000/-
Total	5,90,000/-	5,00,000/-	10,90,000/-

N. Disclosure on Sexual Harassment of Women at Workplace:

The management takes due care of employees with respect to safeguard at workplace. Further, No complaints are reported by any employee pertaining to sexual harassment.

- Number of Complaints filed during the Financial Year: NIL
- Number of Complaints disposed of during the Financial Year: Not Applicable
- Number of Complaints pending during the Financial Year: NIL

O. The Company has complied with all the requirements of corporate governance as specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

23. PREVENTION OF INSIDER TRADING

The Securities and Exchange Board of India (SEBI) notified SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which came into effect from 01st April, 2019. Pursuant thereto, the Board of Directors of the Company has approved and adopted a new Code of Conduct for Prevention of Insider Trading which is posted on Company's website i.e. www.ppdcl.com.

This code prohibits the purchase or sale of Company's shares by the Director's, designated employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company when the trading window is closed.

All the Board of Directors, designated employees and connected persons have affirmed their compliance with the Code.

24. ADOPTION OF MANDATORY/ NON MANDATORY/DISCRETIONARY REQUIREMENTS

The status of adoption of discretionary requirements of Regulation 27(1) as specified under Part E of Schedule II of the SEBI (LODR Regulations) is provided below:

PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED



- i. Non-Executive Chairperson's entitlement to maintain Chairman's Office and reimbursement of expenses incurred: Not applicable as the Company does not have a Non-Executive Chairperson.
- ii. Shareholders' Rights: As the quarterly and half yearly financial performance including summary of significant events are published in the newspapers, communicated to the stock exchanges and also posted on the Company's website, the half yearly declaration of financial performance including summary of the significant events in the last six months, are not being sent separately to each household of Shareholders.
- iii. Modified Opinion in Auditors Report: The Company's financial statement for the financial year 2024 - 2025 does not contain any modified audit opinion.
- iv. Separate posts of Chairman and Managing Director or CEO: The Chairman's Office is separate from that of the Chief Executive Officer.
- v. Reporting of Internal Auditor: The Internal Auditor reports are communicated to the Audit Committee.
- vi. The Quarterly Report on Corporate Governance Report, Statement of Investor Complaints, Shareholding pattern and financial results are posted on the Company's website i.e. www.ppdcl.com.
- vii. A certificate from a Company Secretary in practice has been received stating that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority.

25. Address for Correspondence All Correspondence relating to the shares of the Company should be forwarded to the below mentioned address: MUFUG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) Unit: Prime Property Development Corporation Limited C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400 083 Tel: 022- 49186000 Fax: 022-49186060. website: www.mpms.mufg.com Email: rnt.helpdesk@in.mpms.mufg.com

26. Green Initiative: The Ministry of Corporate affairs has taken "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice/ documents including Annual Report can be sent by email to its members. To Support this Green initiative of the Government in full measure, members who have not registered their e-mail, so far, are requested to register their email addresses in respect of their holdings with the Depository through their concerned Depository Participants. Members who hold share in physical form are requested to contact Mrs. Neelam Maheshwari, Company Secretary and Compliance officer, on compliance_officer@ppdcl.com or at the registered office of the Company or to Link Intime India Pvt. Limited. on above mentioned contact details.

Date: 14.08.2025
Place: Mumbai

By order of the Board of Directors
Prime Property Development Corporation Limited

Sd/
Padamshi L. Soni
Chairman
DIN: 00006463

Registered Office:

501, Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (W) Mumbai - 400049.