

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Prime Property Development Corporation Limited

24th Annual General Meeting of the members of Prime Property Development Corporation Limited (herein after referred to as 'the Company') held on September 30, 2016 at 11.30 A.M at Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai-400049.

Dear Sir,

1. I, Suhas S. Ganpule, a Company Secretary in practice, have been appointed by the Board of Directors of the Company as a scrutinizer for the purpose of scrutinizing e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) on the resolutions contained in the Notice to the 24th Annual General Meeting (AGM) of the Members of the Company, held on September 30, 2016 at Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 24th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of 24th Annual General Meeting of the Company and based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I hereby submit my report as under:-
 - i. The e-voting period remained open from Tuesday, September 27, 2016 (9.00 A.M.to Thursday, September 29, 2016 (5.00 P.M.)
 - ii. The members of the Company as on the "cut-off" date September 24, 2016 were entitled to vote on the Resolutions (Item no. 1 to 9) as set out in the Notice of the 24th AGM of the Company.
 - iii. The votes cast were unblocked on 30th September, 2016 in the presence of 2 witnesses, Mr. Dhaval Darjee and Mr. Rahul Gaikwad who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Dhaval Darjee

Dhaval Darjee

Rahul Gaikwad

Rahul Gaikwad

- iv. One Shareholder holding 250 shares (Two Hundred Fifty) has been Abstain from E-Voting for Resolution No. 3 and 5.
- v. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) (i.e. <https://www.evotingindia.co.in> and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution to consider Adoption of Annual Accounts for the year ended March 31, 2016

(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
36	13600220	100%

(ii) Voted Against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
--	--

Item No. 2:-

Ordinary Resolution- To declare dividend on equity shares of the Company.

(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
36	13600220	100%

(ii) Voted Against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
--	--



SG & ASSOCIATES

COMPANY SECRETARIES

Mob. 9820057999 / 9819757999
E-mail : suhas62@yahoo.com
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Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road,
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

Item No. 3:-

Ordinary Resolution - To appoint a Director in place of Mr. Manish P. Soni (DIN: 00006485), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
30	1470623	100%

(ii) Voted Against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
05	12129347

Item No. 4:-

Ordinary Resolution - Ratification of appointment of M/S Vora & Associates, Chartered Accountants as Statutory Auditors of the Company.

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
36	13600220	100

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 5:-

Special Resolution- Re- appointment of Mr. Manish Soni as Whole Time Director of the Company

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
30	1470623	100

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
05	12129347

Item No. 6

Special Resolution- Re- appointment of Mr. Vishal Soni as Whole Time Director of the Company

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
31	1470873	100

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
05	12129347

Item No. 7

Special Resolution- Remuneration to Mr. Padamashi Soni, Chairman of the Company.



(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
30	1470623	99.98

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
01	250	0.02

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
05	12129347

Item No. 8

Special Resolution-Loan from Director(s)

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
31	1470873	100%

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
05	12129347

Item No. 9

Special Bussiness- Invesments to be made by Company

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
35	13599970	99.99



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(ii) Voted Against of the resolution


Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
01	250	0.01

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
--	--

Thanking you

Yours faithfully,
For SG and Associates,
Practicing Company Secretaries


Suhas S. Ganpule
(Proprietor)
Membership No.12122
COP: 5722

Place: Mumbai
Date: 01st October, 2016

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Prime Property Development Corporation Limited

24th Annual General Meeting of the members of Prime Property Development Corporation Limited (herein after referred to as 'the Company') held on September 30, 2016 at 11.30 A.M at Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai-400049.

Dear Sir,

I, Suhas S. Ganpule, a Company Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 24th Annual General Meeting of the Members of the Company, held on 30th September, 2016 at Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai- 400049 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

Item No. 1:-

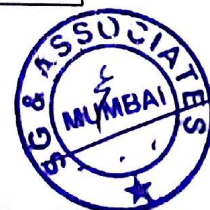
Ordinary Resolution to consider Adoption of Annual Accounts for the year ended March 31, 2016

(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	110861	100

(ii) Voted Against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--



(iii)

Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
--	--

Item No. 2:-**Ordinary Resolution- To declare dividend on equity shares of the Company.**

(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	110861	100

(ii) Voted Against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
--	--

Item No. 3:-**Ordinary Resolution - To appoint a Director in place of Mr. Manish P. Soni (DIN: 00006485), who retires by rotation and being eligible offers himself for re-appointment.**

(i) Voted in Favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	110861	100

(ii) Voted Against of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of votes cast by them
--	--

Item No. 4:-**Ordinary Resolution - Ratification of appointment of M/S Vora & Associates, Chartered Accountants as Statutory Auditors of the Company.**

SG & ASSOCIATES

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Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
10	110861	100

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 5:-

Special Resolution- Re- appointment of Mr. Manish Soni as Whole Time Director of the Company

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
10	110861	100

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them

Item No. 6

Special Resolution- Re- appointment of Mr. Vishal Soni as Whole Time Director of the Company

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
10	110861	100



(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 7

Special Resolution- Remuneration to Mr. Padamashi Soni, Chairman of the Company.

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
10	110861	100

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 8

Special Resolution-Loan from Director(s)

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
10	110861	100

(ii) Voted Against of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
--	--	--



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(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
--	--

Item No. 9

Special Bussiness- Invesments to be made by Company

(i) Voted in Favour of the resolution

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
10	110861	100

(ii) Voted Against of the resolution


Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
		--

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
--	--

Thanking you

Yours faithfully,
For SG and Associates,
Practicing Company Secretaries


Suhas S. Ganpule
(Proprietor)
Membership No.12122
COP: 5722

Place: Mumbai
Date: 01st October, 2016

Scrutinizer's Report - Combined

To,
The Chairman,
Prime Property Development Corporation Limited

24th Annual General Meeting of the members of Prime Property Development Corporation Limited (herein after referred to as 'the Company') held on September 30, 2016 at 11.30 A.M at Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai-400049.

Dear Sir,

1. I, Suhas S. Ganpule, a Company Secretary in practice, have been appointed as a scrutinizer by
 - (i) the Board of Directors of Prime Property Development Corporation Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
 - (ii) the Chairman of the Annual General Meeting (AGM) on poll under provisions of Section 109 of the Companies Act, 2013, read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice of the 24th Annual General Meeting (AGM) of the Members of the Company, held on 30th September, 2016 at Soni House, Plot No.34, Gulmohar Road No.1, JVPD Scheme, Vile Parle (West), Mumbai-400049.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice to the 24th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the Notice of 24th Annual General Meeting of the Company and based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting.
3. I have issued separate Scrutinizer's Report dated October 01, 2016 on the remote e-voting and on the poll on the resolutions contained in the notice of 24th AGM. As requested by the management of the Company I hereby submit the combined report on the results of e-voting together with that of Poll as under:-



5

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Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast in Favour	Nos.	% of total number of valid votes cast against	Nos.
Item No. 1: Adoption of Annual Accounts for the year ended March 31, 2016. (As an Ordinary Resolution)	1,37,11,081	100	--	--	--
Item No. 2 To declare dividend on equity shares of the Company (As an Ordinary Resolution)	1,37,11,081	100	--	--	--
Item No. 3: To appoint a Director in place of Mr. Manish P. Soni (DIN: 00006485), who retires by rotation and being eligible offers himself for re-appointment (As an Ordinary Resolution)	15,81,484	100	--	--	1,21,29,347
Item No. 4 Ratification of appointment of M/S Vora & Associates, Chartered Accountants as Statutory Auditors of the Company. (As an Ordinary Resolution)	1,37,11,081	100	--	--	--
Item No. 5: Re-appointment of Mr. Manish Soni as Whole Time Director of the Company (As an Special Resolution)	15,81,484	100	--	--	1,21,29,347
Item No. 6: Special Resolution- Re-appointment of Mr. Vishal Soni as Whole Time Director of the Company (As an Special Resolution)	15,81,734	100	--	--	1,21,29,347



Handwritten signature

SG & ASSOCIATES

COMPANY SECRETARIES

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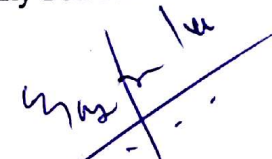
Room No. 8, 2nd Floor, New Vora House, Gram Panchayat Road,
Above Kajol Jewellers, Goregaon (West), Mumbai - 400 062.

Item No. 7: - Remuneration to Mr. Padamashi Soni, Chairman of the Company.(As an Special Resolution)	15,81,484	99.984	250	0.016	1,21,29,347
Item No. 8: Special Resolution-Loan from Director(s)(As an Special Resolution)	15,81,734	100	--	--	1,21,29,347
Item No. 9: Special Bussiness- Invesments to be made by Company(As an Special Resolution)	1,37,10,831	99.998	250	0.002	--

Thanking you,

Yours faithfully,
For SG & Associates
Practicing Company Secretaries

Place: Mumbai
Date: 01st October, 2016


Suhas S. Ganpule
Proprietor
Membership No.12122
COP: 5722