PRIME
PROPERTY DEVELOPMENT CORPORATION LTD.

Date: 30-05-2025

To,

Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai- 400 001

Scrip Code: 530695~ Prime Property Development Corporation Limited

Sub: Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2025.

Dear Sir,

Pursuant to Regulation 24A and Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 as amended from time to time please find enclosed the Annual Secretarial compliance Report issued by M/s S.G. & Associates, Practicing Company Secretaries, for the year ended 31st March, 2025.

For, Prime Property Development Corporation Limited

PADAMSHI LADHUBHAI SONI
Digitally signed by PADAMSHI LADHUBHAI SONI
Date: 2025.05.30 11:39:17 +05'30'

P L Soni
Chairman
DIN: 00006463

SG & ASSOCIATES
Company Secretaries

Secretarial Compliance Report
PRIME PROPERTY DEVELOPMENT CORPORATION LIMITED
for the financial year ended March 31, 2025

I, Mr. Suhas Ganpule, Proprietor of M/s. S G & Associates, Practicing Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by **Prime Property Development Corporation Limited** ("the Listed Entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the Listed Entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this Certification,

for the Year ended 31-03-2025 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued there under; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable.**
(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable.**
(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable.**
(g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable.**

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CP NO. 5722
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E-mail : suhas62@yahoo.com
E-mail : sg.sgfirm@gmail.com
+91 98200 57999

(h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; **Not Applicable.**

(j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable.**

(k) The Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.– **Not Applicable**

(l) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **Not Applicable.**

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	**Particulars**	**Compliance Status (Yes/No/NA)**	**Observations/ Remarks by PCS***
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	NA
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	Yes	NA
3.	<u>Maintenance and disclosures on Website:</u> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	NA
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section164 of Companies Act, 2013	Yes	NA

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5.	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	NA
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBILODR Regulations, 2015.	Yes	NA
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	NA
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	a) Yes b) NA	NA
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s)under Regulation 30 along with Schedule III of SEBI LODR Regulations,2015 within the time limits prescribed there under.	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) &3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/its promoters/directors/ ~~subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued there under	Yes	NA
12.	Additional Non- Compliances, If any: No/ any additional non- compliance observed for all SEBI regulation/circular/guidance note etc.	NA	NA

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Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	**1. Compliances with the following conditions while appointing/re-appointing an auditor**		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	NA
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	NA
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	NA
2.	**Other conditions relating to resignation of statutory auditor**		

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	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: **a.** In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. **b.** In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable. **c.** The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor **ii.** Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA NA NA NA NA	NA NA NA NA NA
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	NA

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a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including Specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 6(1) of SEBI (Listing Obligation and Requirement Regulations), 2015	Reg 6(1)	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	BSE Ltd	Penalty Imposed	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Rs. 46,020/-	The Company failed to appoint Company Secretary and Compliance Officer within the time prescribed under SEBI LODR	The casual vacancy created was due to cessation of previous CS and the Company appointed Company Secretary and Compliance Officer on 10th May, 2024.	The penalty imposed by BSE was paid by the Company on 05th September, 2024

(b) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	1
Compliance Requirement(Regulations/circulars/ guidelines including Specific clause)	Regulation 19(1)/19(2) relating to constitution of nomination and remuneration committee **19.** (1) The board of directors shall constitute the nomination and remuneration committee as follows: (a) the committee shall comprise of at least three Directors; (b) all directors of the committee shall be non-executive directors; and (c) at least [*fifty percent*] of the directors shall be independent directors 92{93[*and in case of a listed entity having outstanding SR equity shares, two thirds of the nomination and remuneration committee shall comprise of independent directors*]}. and Regulation 17 (1) relating to the composition of the Board

	of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors;
Regulation/Circular No	Regulation 19(1)/19(2) and Reg 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015
Deviations	Non-compliance for non-constitution of Nomination and Remuneration Committee during quarter ended on September, 2020 Regulation 17 (1) relating to the composition of the Board including failure to appoint woman director
Action Taken by	Company
Type of Action	Penalty levied Rs. 37,760 /- by BSE Limited.
Details of Violation	As per Regulation 19(1)/19(2) and Reg 17(1) fine of Rs. 37,760/- has been levied by BSE Limited
Fine Amount	Rs. 37,760 /-
Observations/Remarks of the Practicing Company Secretary	The Company had paid penalty of Rs. 37,760 on 22nd December, 2020 for the quarter ended 30th September,2020 and appointed Independent Women Director on 12.11.2020 As informed by the Management, the Company had applied for waiver of penalty. . The Company was in the process of searching an eligible candidate during this period however faced difficulty in the same due to ongoing Covid-19 pandemic. Thereafter, The Company has made the payment to BSE Ltd on 28th June, 2024 for the penalty levied on the Company.
Management Response	The Company has made the payment to BSE Ltd on 28th June, 2024 for the penalty levied on the Company. The Company was in the process of searching an eligible candidate during this period however faced difficulty in the same due to ongoing Covid-19 pandemic
Remarks	NIL

Sr. No.	2
Compliance Requirement (Regulations/circulars/ guidelines including Specific clause)	Regulation 19(1)/ 19(2) relating to constitution of nomination and remuneration committee and Regulation 17 (1) relating to the composition of the Board including failure to appoint woman director
Regulation/Circular No	Regulation 19(1)/19(2) and Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Deviations	Non-compliance for non-constitution of Nomination and Remuneration Committee during quarter ended on 31st

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	December, 2020.
Action Taken by	Company
Type of Action	The penalty for the quarter ended 31st December,2020 amounting to 3,46,920/- was not paid and made application to BSE Ltd for its waiver.
Details of Violation	As per Regulation 19(1)/19(2) and Reg 17(1) fine of Rs. 3,46,920/- has been levied by BSE Limited
Fine Amount	The Stock Exchange had levied fine of Rs.**3,46,920/-**
Observations/Remarks of the Practicing Company Secretary	Mrs. Hiral Pasad, Non- Executive, Independent Women Director of the Company resigned w.e.f.30.06.2020. The Company was in the process of searching an eligible candidate during this period however faced difficulty in the same due to ongoing Covid-19 pandemic. The Company appointed Mrs. Meena Kapadi as Non Executive, Independent Women Director on 12.11.2020 and reconstituted Board and Non Remuneration Committee. Thereafter, The Company has made the payment to BSE Ltd on 28th June, 2024 for the penalty levied on the Company.
Management Response	The Company has made the payment to BSE Ltd on 28th June, 2024 for the penalty levied on the Company.
Remarks	NIL.

For S.G. and Associates
Practicing Company Secretary

Suhas S Ganpule
Proprietor
Membership No.12122
CP No. 5722
UDIN: A012122G000449955

Place: Mumbai
Date: 27-05-2025