

Krishnan Sitaraman,
M.Com, FCS, MBA, IP

Company Secretary

Consolidated Scrutiniser's Report

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 (4)(xii) and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman/*Managing Director*
28th Annual General Meeting of the Equity Shareholders of
Parsvnath Developers Limited ('The Company')

Date of meeting : Saturday, 21st Day of September, 2019 .

Time of meeting : 3.30 pm

Venue : Sri Sathya Sai International Centre, Pragati Vihar Lodhi Road
New Delhi 110003.

Dear Sir,

Sub: **Scrutiniser's combined report on remote e-voting and ballot papers received from the shareholders pertaining to the 28th Annual General Meeting of Parsvnath Developers Limited.**

1. I, Krishnan Sitaraman, Company Secretary in Whole-time Practice, has been appointed by the Board of Directors of the Company as a Scrutiniser for the purpose of scrutinising the process of remote e-voting and ballot papers received from shareholders, carried out as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20(4) and 21(2) of the Companies (Management and Administration) Rules, 2014 ('Rules') to ascertain the requisite majority in respect of resolutions contained in the notice to the 28th Annual General Meeting ('AGM') of the Company, held on Saturday, the 21st day of September, 2019 at Sri Satya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.
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 and ballot papers on the resolutions contained in the notice to the 28th Annual General Meeting of the members of the Company. My responsibility as a scrutiniser for the voting process is restricted to make a Scrutiniser's Report of the votes cast **"IN FAVOUR"** or



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“AGAINST” the resolutions stated above based on the reports generated from the process of remote e- voting and ballot paper.

3. Further to the above, I hereby submit my scrutiny report on remote e- voting and voting by ballot papers at the 28th Annual General Meeting:

- a. The remote e-voting period remained open from Wednesday, 18th September, 2019 (9:00 A.M. IST) to Friday, 20th September, 2019 (5:00 P.M. IST).
- b. The members of the Company as on the “cut-off” date i.e., 14th September, 2019 were entitled to vote on the resolutions (from No. 1 to 12) as set out in the notice of the 28th Annual General Meeting of the Company.
- c. After declaration of poll by the Chairman, the ballot box kept for polling and was taken into custody and locked.
- d. The ballot box was subsequently opened by me in presence of two witnesses, Ms. Roohi Chauhan and Mr. Sachin Nehra, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. Poll papers were diligently scrutinised and were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (RTA) of the Company and the authorisations/ proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e- voting and as well as on poll.



Roohi Chauhan

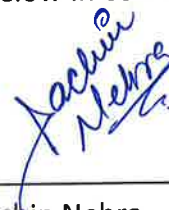


Sachin Nehra

- e. As stated above, the remote e- voting period ended at 5:00 P.M. IST on 20th day of September, 2019. The votes cast on remote e- voting were unblocked by me during the working hours in the presence of two witnesses, Ms. Roohi Chauhan and Mr. Sachin Nehra, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Roohi Chauhan



Sachin Nehra



Incomplete and/ or otherwise defective ballot papers were treated as invalid.

4. List of Equity Shareholders, who voted "FOR" or "AGAINST", each of the resolutions that were put to vote, were generated from the e-voting website of Link Intime India Private Limited (LIPL) i.e., <https://instavote.linkintime.co.in>.
5. The details of remote e- voting and ballot papers received at the 28th Annual General Meeting are as under:

Resolution No. 1:

Ordinary Resolution: To consider, approve and adopt:

(a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	34	312541147	99.996
Ballot at AGM	122	11285	0.004
Total	156	312552432	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	4	14100	0.004
Ballot at AGM	0	0	0
Total	4	14100	0.004



(iii) **Invalid/Abstain votes:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	1	1078904
Ballot at AGM	15	825
Total	16	1079729

RESULT: Resolution was passed as Ordinary Resolution.

Resolution No. 2:

Ordinary Resolution: To appoint a Director in place of Dr. Rajeev Jain (DIN: 00433463), who retires by rotation and being eligible, offers himself for re-appointment:

(i) **Voted in favour of the resolution:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	26	195725686	99.994
Ballot at AGM	122	11285	0.006
Total	153	195736971	100.00

(ii) **Voted against the resolution:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	5	1093004	0.006
Ballot at AGM	0	0	0.00
Total	20	1093004	0.006

(iii) **Invalid /Abstain votes:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	0	0
Ballot at AGM	15	825
Total	15	825



RESULT: Resolution was passed as Ordinary Resolution.

Resolution No. 3:

Special Resolution: Approval for Re-appointment and remuneration of Mr. Pradeep Kumar Jain as a Whole time Director designated as Chairman of the Company for the period from April 1, 2019 to March 31, 2022.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	20	62316358	99.982
Ballot at AGM	122	11285	0.018
Total	142	62327643	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	4	14100	0.023
Ballot at AGM	0	0	0.00
Total	4	14100	0.023

(iii) Invalid/Abstain votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	1	550
Ballot at AGM	15	825
Total	16	1375

RESULT: Resolution was passed as Special Resolution.



Resolution No. 4:

Special Resolution: Approval for Re-appointment and remuneration of Mr. Sanjeev Kumar Jain as a Whole-time Director designated as Managing Director and Chief Executive Officer (CEO) of the Company from April 1, 2019 to March 31, 2022.:

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	25	195725136	99.994
Ballot at AGM	122	11285	0.006
Total	147	195736421	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	5	1093004	0.006
Ballot at AGM	0	0	0.00
Total	5	1093004	0.006

(iii) Invalid /Abstain votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	1	550
Ballot at AGM	15	825
Total	16	1375

RESULT: Resolution was passed as Special Resolution.

Resolution No. 5:

Special Resolution: Approval for Re-appointment and remuneration of Dr. Rajeev Jain as a Whole-time Director designated as Director (Marketing) of the Company from April 1, 2019 to March 31, 2022.



(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	25	195725136	99.994
Ballot at AGM	122	11285	0.006
Total	147	195736421	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	5	1093004	0.006
Ballot at AGM	0	0	0.00
Total	5	1093004	0.006

(iii) Invalid/Abstain votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	1	550
Ballot at AGM	15	825
Total	16	1375

RESULT: Resolution was passed as Special Resolution.

Resolution No. 6:

Special Resolution: Re-appointment of Mr. Ashok Kumar as an Independent Director for five years from September 23, 2019 to September 22, 2024.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	33	312540597	99.996



Ballot at AGM	122	11285	0.004
Total	154	312551882	100.00

(ii) Voted **against** the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	5	1093004	0.004
Ballot at AGM	0	0	0.00
Total	5	1093004	0.004

(iii) **Invalid/Abstain** votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	1	550
Ballot at AGM	15	825
Total	16	1375

RESULT: Resolution was passed as Special Resolution.

Resolution No. 7:

Special Resolution: Re-appointment of Dr. Pritam Singh as an Independent Director for five years from September 23, 2019 to September 22, 2024.:

(i) Voted **in favour** of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	32	300485686	95.81
Ballot at AGM	122	11285	0.004
Total	155	300496971	100%

(ii) Voted **against** the resolution:

Mode of Voting	Number of members	Number of votes cast by them	% of total number of valid



	participated in the e- voting and physical ballot		votes cast
E- Voting	6	13147915	4.38
Ballot at AGM	0	0	0.00
Total	6	13147915	4.38

(iii) **Invalid/Abstain votes:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	1	550
Ballot at AGM	15	825
Total	16	1375

RESULT: Resolution was passed as Special Resolution.

Resolution No.8:

Special Resolution: Re-appointment of Ms. Deepa Gupta as an Independent Director for five years from March 30, 2020 to March 29, 2025 :

(iv) **Voted in favour of the resolution:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	33	312540597	99.996
Ballot at AGM	122	11285	0.004
Total	155	312551882	100%

(v) **Voted against the resolution:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	5	1093004	0.35
Ballot at AGM	0	0	0.00
Total	5	1093004	0.35



(vi) **Invalid/Abstain votes:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	1	550
Ballot at AGM	15	825
Total	16	1375

RESULT: Resolution was passed as Special Resolution

Resolution No.9 :

Special Resolution: Re-appointment of Mr. Mahendra Nath Verma as an Independent Director for five years from May 20, 2020 to May 24, 2025 :

(i) **Voted in favour of the resolution:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	33	312540597	99.996
Ballot at AGM	122	11285	0.004
Total	155	312551882	100%

(ii) **Voted against the resolution:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	5	1093004	0.35
Ballot at AGM	0	0	0.00
Total	5	1093004	0.35

(iii) **Invalid/Abstain votes:**

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	1	550
Ballot at AGM	15	825
Total	16	1375



RESULT: Resolution was passed as Special Resolution

Resolution No.10 :

Special Resolution: Ratification of remuneration of M/s Chandra Wadhwa & Co., Cost Accountants, Cost Auditors of the Company, (Firm Registration No. 000239), for the Financial Year 2019-20 :

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	33	312540597	99.996
Ballot at AGM	122	11285	0.004
Total	155	312551882	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	4	14100	0.004
Ballot at AGM	0	0	0.00
Total	1	14100	0.004

(iii) Invalid/Abstain votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	2	1079454
Ballot at AGM	15	825
Total	17	1080279

RESULT: Resolution was passed as Special Resolution

Resolution No.11 :

Special Resolution: Private Placement of Non- Convertible Debentures aggregating upto Rs. 750 Crores (Rupees Seven Hundred Fifty Crores Only) :



(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	34	312541147	99.996
Ballot at AGM	122	11285	0.004
Total	156	312552432	100%

(ii) Voted against the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	5	1093004	0.35
Ballot at AGM	0	0	0
Total	5	1093004	0.35

(iii) Invalid /Abstain votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	0	0
Ballot at AGM	15	825
Total	15	825

RESULT: Resolution was passed as Special Resolution

Resolution No.12 :

Special Resolution: Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013 of an outstanding aggregate value not exceeding Rs. 5,000 Crores (Rupees Five Thousand Crores only) :

(i) Voted in favour of the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
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E- Voting	34	312541147	99.996
Ballot at AGM	122	11285	0.004
Total	156	312552432	100%

(ii) Voted **against** the resolution:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them	% of total number of valid votes cast
E- Voting	5	1093004	0.35
Ballot at AGM	0	0	0
Total	5	1093004	0.35


(iii) **Invalid/Abstain** votes:

Mode of Voting	Number of members participated in the e- voting and physical ballot	Number of votes cast by them
E- Voting	0	0
Ballot at AGM	15	825
Total	15	825

RESULT: Resolution was passed as Special Resolution

- A list of Equity Shareholders who voted 'FOR', 'AGAINST' and those votes were declared 'INVALID' for each resolution is enclosed.
- The Register and all other papers relating to remote e- voting and physical ballot shall remain under my safe custody until the Chairman considers, approves and sign the minutes and thereafter I will return the register and other related papers to the Company.

Thanking you,


Krishnan Sitaraman
 Company Secretary in Practice
 Membership No. F2087
 C.P. No. 21348



For Parsvnath Developers Ltd.


 Managing Director

Date: **23rd September, 2019**

Place: **New Delhi.**