

Parsvnath Developers Limited

CIN: L45201DL1990PLC040945

Registered Office: Parsvnath Tower, Near Shahdara Metro Station,
Shahdara, Delhi - 110032

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NOTICE

NOTICE is hereby given that the **28th ANNUAL GENERAL MEETING (AGM)** of the Members of **PARSVNATH DEVELOPERS LIMITED** will be held on **Saturday, September 21, 2019 at 3:30 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003**, to transact the following businesses:

ORDINARY BUSINESS

1. 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.
2. To appoint a Director in place of Dr. Rajeev Jain (DIN: 00433463), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **APPROVAL FOR RE-APPOINTMENT AND REMUNERATION OF MR. PRADEEP KUMAR JAIN AS A WHOLE TIME DIRECTOR DESIGNATED AS CHAIRMAN OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 200, 203 and other applicable

provisions, if any, of the Companies Act, 2013 (“**Act**”) and the applicable Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to approval of the Central Government, if required and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as agreed by the Board of Directors (hereinafter referred to as ‘**Board**’, which term shall unless repugnant to the context or meaning thereof, be deemed to include Nomination and Remuneration Committee and/ or any other Committee thereof or any person authorised by the Board in this behalf), the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Pradeep Kumar Jain (DIN:00333486) as a Whole-time Director designated as Chairman of the Company, for the period from April 1, 2019 to March 31, 2022, on the following remuneration and terms & conditions:

A.	<u>REMUNERATION</u> Salary, Perquisites & Allowances	NIL
B.	<u>SITTING FEE</u>	No sitting fess shall be payable for attending the meetings of the Board of Directors or any Committee thereof.

C.	TERMINATION	The appointment, notwithstanding the tenure fixed from April 1, 2019 to March 31, 2022, may be terminated by either party by giving six months' notice in writing. However, no compensation for the loss of office will be payable as per the provisions of the Companies Act, 2013. During the tenure of his office, Mr. Pradeep Kumar Jain shall not be liable to retirement by rotation.
D.	OTHERS	Gratuity at the end of the tenure shall be as per Company rules.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution including but not limited to alter and vary the terms and conditions of the said appointment, including change in designation and remuneration, in such manner as may be mutually agreed."

4. 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

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the applicable Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to approval of the Central Government, if required and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as agreed by the Board of Directors (hereinafter referred to

as '**Board**', which term shall unless repugnant to the context or meaning thereof, be deemed to include Nomination and Remuneration Committee and/ or any other Committee thereof or any person authorised by the Board in this behalf), the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjeev Kumar Jain (DIN:00333881) as a Whole-time Director designated as Managing Director and CEO of the Company, for the period from April 1, 2019 to March 31, 2022, on the following remuneration and terms & conditions:

A.	<u>REMUNERATION</u> Salary, Perquisites & Allowances	NIL
B.	SITTING FEE	No sitting fess shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
C.	TERMINATION	The appointment, notwithstanding the tenure fixed from April 1, 2019 to March 31, 2022, may be terminated by either party by giving six months' notice in writing. However, no compensation for the loss of office will be payable as per the provisions of the Companies Act, 2013. During the tenure of his office, Mr. Sanjeev Kumar Jain shall be liable to retirement by rotation.
D.	OTHERS	Gratuity at the end of the tenure shall be as per Company rules.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution including but not limited to alter and vary the terms and conditions of the said appointment, including change in designation and remuneration, in such manner as may be mutually agreed."

5. APPROVAL FOR RE-APPOINTMENT AND REMUNERATION OF DR. RAJEEV JAIN AS A WHOLE-TIME DIRECTOR DESIGNATED AS DIRECTOR (MARKETING) OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:-

"**RESOLVED THAT** pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the applicable Rules made thereunder read with Schedule

V to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to approval of the Central Government, if required and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as agreed by the Board of Directors (hereinafter referred to as 'Board', which term shall unless repugnant to the context or meaning thereof, be deemed to include Nomination and Remuneration Committee and/ or any other Committee or any person authorised by the Board in this behalf), the consent of the members of the Company be and is hereby accorded for the re-appointment of Dr. Rajeev Jain (DIN:00433463) as a Whole-time Director designated as Director (Marketing) of the Company, for the period from April 1, 2019 to March 31, 2022, on the following remuneration and terms & conditions:

A.	REMUNERATION Salary, Perquisites & Allowances	NIL
B.	SITTING FEE	No sitting fess shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
C.	TERMINATION	The appointment, notwithstanding the tenure fixed from April 1, 2019 to March 31, 2022, may be terminated by either party by giving six months' notice in writing. However, no compensation for the loss of office will be payable as per the provisions of the Companies Act, 2013. During the tenure of his office, Dr. Rajeev Jain shall be liable to retirement by rotation.
D.	OTHERS	Gratuity at the end of the tenure shall be as per Company rules.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution including but not limited to alter and vary the terms and conditions of the said appointment, including change in designation and remuneration, in such manner as may be mutually agreed."

6. RE-APPOINTMENT OF MR. ASHOK KUMAR AS AN

INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), as amended from time to time, Mr. Ashok Kumar (DIN: 00138677), who was appointed as an Independent Director at the 23rd Annual General Meeting of the Company held on September 23, 2014 to hold office up to September 22, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 23, 2019 upto September 22, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, consent be and is hereby accorded for continuation of Directorship of Mr. Ashok Kumar, aged 82 years, as an Independent Director of the Company with effect from April 1, 2019 till the completion of his second term as an Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. RE-APPOINTMENT OF DR. PRITAM SINGH AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, Dr. Pritam Singh (DIN : 00057377), who was appointed as an Independent Director at the 23rd Annual General Meeting of the Company held on September 23, 2014 to hold office up to September 22, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 23, 2019 upto September 22, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, consent be and is hereby accorded for continuation of Directorship of Dr. Pritam Singh, aged 78 years, as an Independent Director of the Company with effect from April 1, 2019 till the completion of his second term as an Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. RE-APPOINTMENT OF MS. DEEPA GUPTA AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s)

or re-enactment thereof for the time being in force) and Regulations 16, 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, Ms. Deepa Gupta (DIN: 02411637), who was appointed as an Independent Director at the 24th Annual General Meeting of the Company held on September 30, 2015, to hold office up to March 29, 2020 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from March 30, 2020 upto March 29, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

9. RE-APPOINTMENT OF MR. MAHENDRA NATH VERMA AS AN INDEPENDENT DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) and Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulations 16, 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time, Mr. Mahendra Nath Verma (DIN: 02931269), who was appointed as an Independent Director at the 24th Annual General Meeting of the Company held on September 30, 2015, to hold office up to May 24, 2020 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and

Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from May 25, 2020 upto May 24, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, consent be and is hereby accorded for continuation of Directorship of Mr. Mahendra Nath Verma, aged 72 years, as an Independent Director of the Company even after attainment of age of 75 years during his second term as an Independent Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

10. RATIFICATION OF REMUNERATION OF M/S CHANDRA WADHWA & CO., COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY, FOR THE FINANCIAL YEAR 2019-20

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) and reimbursement of out of pocket expenses, if any, plus applicable taxes, as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year 2019-20, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

11. PRIVATE PLACEMENT OF NON- CONVERTIBLE DEBENTURES

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the rules made thereunder, as amended or re-enacted from time to time and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and subject to the provisions of Memorandum and Articles of Association of the Company, approval of the Members of the Company, be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Secured/ Unsecured, Redeemable Non-Convertible Debentures ("**NCDs**") on private placement basis, in one or more tranches, aggregating upto ₹ 750 Crores (Rupees Seven Hundred Fifty Crores Only), within the overall borrowing limits of the Company approved by the Members of the Company under Section 180(1)(c) of the Act, during a period of one year from the date of passing of this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as '**the Board**', which term shall be deemed to include any Committee which the Board has constituted or may constitute hereafter to exercise its powers herein conferred), be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued under each tranche, tenure, coupon rate(s), pricing of the issue, listing of issue, appointment of trustee(s), appointment of registered valuer(s), dates and closing of the offers/ invitations for subscription for such securities, deemed date(s) of allotment, redemption and other terms and conditions relating to issue of said NCDs on private placement basis.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, including but not limited to, making necessary filings with the statutory authorities and to issue certified extracts of this resolution and give such directions as may be deemed necessary or expedient, to give effect to the aforesaid Resolution."

12. 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

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the resolution passed by Members of the Company at the 23rd Annual General Meeting held on September 23, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, and/or conferring power to enter upon and to take possession of assets and the whole of the undertaking together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate, persons, firms (hereinafter referred to as the **“Lending Agencies”**) and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the borrowings or financial assistance or financial indebtedness availed/ to be availed by the Company including Subsidiary / Affiliate / Associate companies of the Company, from time to time, of an outstanding aggregate value not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to,

or to modify, alter or vary the terms and conditions of the aforesaid documents and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary for giving effect to this Resolution.”

**By Order of the Board of Directors
For PARSVNATH DEVELOPERS LIMITED**

**Sd/-
(V. Mohan)
Sr. Vice President (Legal) &
Company Secretary
Membership No. F2084**

**Place: Delhi
Date: August 13, 2019**

Notes:

- A. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**“Act”**) in respect of the special businesses contained in the Notice, is annexed hereto. The information required by the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and Secretarial Standard on General Meetings (**“SS-2”**), of the persons seeking re-appointment as Directors is also annexed.
- B. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY’S REGISTERED OFFICE, DULY FILLED, STAMPED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/ AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM ALONGWITH ATTENDANCE SLIP ARE APPENDED WITH THIS NOTICE.**

- C. The Notice of AGM will be sent to those Members/ beneficial owners whose names will appear in the register of Members/ list of beneficiaries received from the depositories as on Friday, August 16, 2019.
- D. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 14, 2019 to Saturday, September 21, 2019 (both days inclusive), for the purpose of the AGM.
- E. Members holding shares as on Saturday, September 14, 2019 i.e. cut-off date, are entitled to vote by remote e-voting facility and voting in the AGM.
- F. Regulation 36 of Listing Regulations directs listed companies to send soft copies of the annual report to those shareholders who have registered their e-mail addresses with the Company / Depositories. Sections 101 and 136 of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Companies (Accounts) Rules, 2014, as amended from time to time, permit prescribed companies to send notice and financial statements through electronic mode. In view of the same, Members holding shares in dematerialized form are requested to update/ intimate all changes pertaining to their e-mail address, bank accounts, mailing address, etc. with their Depository Participants and in case of Members holding shares in physical form, with the Registrar & Share Transfer Agent ("**RTA**") viz. Link Intime India Private Limited. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records, which will help the Company and its RTA to provide efficient and better service to the Members and shall also facilitate electronic servicing of annual reports and other documents.
- G. Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company, the ledger folios of such accounts, to enable the Company to consolidate all such shareholdings into one account.
- H. In accordance with the provisions of Section 72 of the Act, Members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from RTA and submit the same, duly filled in.
- I. Members seeking any information regarding the Accounts of the Company are requested to write to the Company atleast ten days before the date of the AGM, so as to enable the Management to keep the information ready at the Meeting.
- J. Members/Proxies are requested to kindly take note of the following:
- (i) Copies of Annual Report will not be distributed at the venue of the AGM;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting.
- K. A Route Map showing the directions to reach the venue of the AGM is given at the end of this Notice as per the requirement of SS-2.
- L. Corporate Members intending to send their authorised representative(s) to attend the meeting pursuant to Section 113 of the Act are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
- M. Your Company is concerned about the environment and utilizes natural resources in a sustainable manner. Towards this end, the Company supports in full measure, the 'Green Initiative' of the Ministry of Corporate Affairs ("**MCA**") under which service of notices and documents including Annual Report can be effected by sending the same through electronic mode to the registered e-mail addresses of the Members. Accordingly, as a part of its Green Initiative in Corporate Governance and in terms of circulars issued by MCA allowing paperless compliances through electronic mode, soft copy of the Annual Report for the Financial Year ended March 31, 2019 is being sent to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) unless any such member opts to receive physical copy of the same.
- N. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number ("**PAN**") by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company/RTA.
- O. The shares of the Company are compulsorily traded in

demat mode. Further, SEBI has also mandated transfer of securities in demat mode only, with effect from July 1, 2019 and accordingly, the Company will not be able to accept requests for transfer of shares held in physical mode. Hence, the Members who are still holding physical Share Certificates are advised to get their shares dematerialized.

P. Transfer of Unclaimed/ Unpaid amounts to Investor Education and Protection Fund ("IEPF"):

Pursuant to the relevant provisions of the Act read with Rules made thereunder, as amended from time to time, the Company was not required to transfer any amount to IEPF established by the Central Government, in the Financial Year 2018-19.

Q. Unclaimed IPO Shares

As per the provisions of the Listing Regulations, the unclaimed shares lying in the possession of the Company were transferred in an 'Unclaimed Suspense Account' of the Company. This Account is being held by the Company on behalf of the shareholders entitled for these shares. It may also be noted that all the corporate benefits accruing on these shares like bonus, split etc., if any, shall also be credited to the said 'Unclaimed Suspense Account' and the voting rights on these shares shall remain frozen until the rightful owner has claimed the shares. Further, since the Company has not declared any dividend during the last seven years, the Company was not required to transfer its unclaimed shares to IEPF, as per the provisions of Section 124(6) and other applicable provisions, if any, of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time and Circulars/Notifications, issued by MCA in this regard.

R. Voting through electronic means

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Listing Regulations and SS-2, the Company is pleased to provide the Members the facility to exercise their right to vote on resolutions proposed to be considered at the 28th AGM by electronic means and

the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("**remote e-voting**") will be provided by Link Intime India Private Limited ("LI IPL"), RTA of the Company.

The facility for voting through ballot shall be made available at the AGM and the Members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot.

The Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again. In case the Members have cast their votes through both the modes, the votes cast through remote e-voting shall only prevail.

The voting period begins on Wednesday, September 18, 2019 (9:00 a.m.) and ends on Friday, September 20, 2019 (5:00 p.m.). During this period, the Shareholders / Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 14, 2019, may cast their votes electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

The 'Step-by-Step' procedure and instructions for casting your vote electronically are as under:

1. Visit the e-voting system of Link Intime India Private Limited (LI IPL). Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Characters DP ID followed by 8 Digits Client ID

- b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digits Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, atleast one special character, atleast one numeral, atleast one alphabet and atleast one capital letter).

For Shareholders holding shares in Demat Form or 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). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository participant or in the Company records are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the Date of Birth (DOB) / Date of Incorporation (DOI) as recorded with depository participant or in the Company records for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the Company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participant(s) or the Company, please enter Folio number in the ‘Bank Account number’ field as mentioned in instruction No. 4c.

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any Company, then you can use your existing

password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid e-mail address, Password will be sent to the shareholder’s registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, atleast one special character, atleast one numeral, atleast one alphabet and atleast one capital letter)

Note: The password is to be also used by demat shareholders for voting on the resolutions placed by any other Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No.” of the Company, you choose to vote for.
7. On the voting page, you will see “Resolution Description” and against the same, the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against, as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You

may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/ Against, as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES"; else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the print-out of the voting done by you by clicking on "Print" option on the Voting page.

❖ **General guidelines / instructions**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login, for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under help section or write an e-mail to enotices@linkintime.co.in or contact at 022 - 49186000.
- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share

capital of the Company as on the cut-off date of Saturday, September 14, 2019.

- Mr. Krishnan Sitaraman, Practising Company Secretary, New Delhi (Membership No. FCS 2087 and C.P.No. 21348), has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the Meeting in a fair and transparent manner.
- The Scrutinizer shall immediately after the conclusion of voting at the meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast 2 (two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizers' Report of the votes cast in favour or against, if any, to the Chairman or in his absence to the Managing Director & CEO of the Company, who shall countersign the same and declare the results not later than 48 hours of conclusion of the AGM.
- The result declared alongwith the Scrutinizer's report shall be placed on the Company's website i.e. www.parsvnath.com and on the e-voting website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in> and shall also be displayed on the notice board of the Company at its registered office.
- S. Documents referred to in the notice and explanatory statement, are open for inspection at the Registered Office on all working days (Monday to Friday) from 11.00 A.M. to 5.00 P.M. upto the date of AGM and will also be available for inspection at the meeting.
- T. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the Members at the venue of the AGM of the Company.
- U. The Annual Report of the Company for the financial year 2018-19 and the Notice of the 28th AGM, circulated to the Members of the Company will also be made available on the Company's website i.e. www.parsvnath.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

Mr. Pradeep Kumar Jain is one of the Promoter Directors and founder Chairman of the Company. He was appointed as a Whole-time Director of the Company with effect from January 1, 2002. He has more than three decades of experience in the real estate sector. He has received various awards including the 'Jawaharlal Nehru Award for Excellence', the 'Vijay Ratna Award', the 'Udyog Ratan' and the 'World Economic Progress Award' for his entrepreneurship. As the Chairman of the Company, Mr. Pradeep Kumar Jain is responsible for the overall working of the Company and is instrumental in making strategic decisions for the Company. Besides this, Mr. Jain is an eminent individual and is part of various National and International Boards and Bodies.

In view of the vast experience and valuable contribution of Mr. Pradeep Kumar Jain towards the growth of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 14, 2019 have decided to re-appoint Mr. Pradeep Kumar Jain as Whole-time Director designated as 'Chairman' of the Company for a period with effect from April 1, 2019 to March 31, 2022 on the remuneration and terms & conditions as mentioned in the Resolution, subject to approval of the Members at the ensuing AGM. He is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.

The Company has received a certificate pursuant to Section 196 of the Act read with Schedule V that he is not disqualified from being re-appointed as Whole-time Director of the Company.

The re-appointment and remuneration of Whole-time Director requires consent of the members by virtue of the provisions of Sections 196, 197, 198 and 200 and all other applicable provisions, if any, of the Act and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item No. 3 of the Notice for your approval as a Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company or their relatives except Mr. Pradeep Kumar Jain, Mr. Sanjeev Kumar Jain and Dr. Rajeev Jain and their relatives, is concerned or interested in the proposed resolution.

ITEM NO. 4:

Mr. Sanjeev Kumar Jain is one of the Promoter Directors of the Company since incorporation and was appointed as a Managing Director of the Company with effect from February 1, 2002. He has graduated with a Bachelor of Engineering (Civil) degree from B. V. College of Engineering, Pune where he specialised in advanced construction technology. He has nearly three decades of experience in the real estate sector. He currently heads the architectural, construction and purchase departments of the Company. Mr. Sanjeev Kumar Jain has made valuable contribution towards the success and growth of the Company.

In view of the vast experience and immense contribution of Mr. Sanjeev Kumar Jain, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 14, 2019 have decided to re-appoint Mr. Sanjeev Kumar Jain as Whole-time Director designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company for a period with effect from April 1, 2019 to March 31, 2022 on the remuneration and terms & conditions as mentioned in the Resolution subject to approval of the Members at the ensuing AGM. He is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.

The Company has received a certificate pursuant to Section 196 of the Act read with Schedule V that he is not disqualified from being re-appointed as a Whole-time Director / Managing Director of the Company.

The re-appointment and remuneration of Whole-time Director requires consent of the members by virtue of the provisions of Sections 196, 197, 198 and 200 and all other applicable provisions, if any, of the Act and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item No. 4 of the Notice for your approval as a Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company or their relatives except Mr. Pradeep Kumar Jain, Mr. Sanjeev Kumar Jain and Dr. Rajeev Jain and their relatives, is concerned or interested in the proposed resolution.

ITEM NO. 5:

Dr. Rajeev Jain had joined the Board of Directors with effect from July 10, 1999 and was subsequently appointed as a Whole-time Director with effect from January 1, 2002. Dr. Rajeev Jain is a qualified medical practitioner having graduated with an M.B.B.S. degree from J.N. Medical College, Wardha, Nagpur University. He has also worked with Indraprastha Apollo Hospital. He has nearly 2 decades of experience in the real estate sector. He currently heads the Marketing and Commercial/ CRM departments of the Company. Dr. Rajeev Jain has made valuable contribution towards the success and growth of the Company.

In view of the vast experience and immense contribution of Dr. Rajeev Jain, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 14, 2019 have decided to re-appoint Dr. Rajeev Jain, as Whole-time Director designated as 'Director (Marketing)' of the Company for a period with effect from April 1, 2019 to March 31, 2022 on the remuneration and terms & conditions as mentioned in the

Resolution subject to approval of the Members at the ensuing AGM. He is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.

The Company has received a certificate pursuant to Section 196 of the Act read with Schedule V that he is not disqualified from being re-appointed as Whole-time Director of the Company.

The re-appointment and remuneration of Whole-time Director requires consent of the members by virtue of the provisions of Sections 196, 197, 198 and 200 and all other applicable provisions, if any, of the Act and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item No. 5 of the Notice for your approval as a Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company or their relatives except Mr. Pradeep Kumar Jain, Mr. Sanjeev Kumar Jain and Dr. Rajeev Jain and their relatives, is concerned or interested in the proposed resolution.

BRIEF DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING (IN PURSUANCE OF LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS)

Item No. 2 - PERSON SEEKING RE-APPOINTMENT AS A DIRECTOR

ITEM NO. 3 to 5 – PERSONS SEEKING RE-APPOINTMENT AS WHOLE-TIME DIRECTORS

Name of Director & DIN	Mr. Pradeep Kumar Jain (DIN: 00333486)	Mr. Sanjeev Kumar Jain (DIN: 00333881)	Dr. Rajeev Jain * (DIN: 00433463)
Date of Birth	May 1, 1965	January 1, 1970	March 1, 1973
Age	54	49	46
Qualification(s)	Graduate.	Bachelor of Engineering (Civil) degree from the B.V. College of Engineering, Pune with specialization in advanced construction technology.	Qualified Medical Practitioner having graduated with M.B.B.S degree from J.N. Medical College, Wardha, Nagpur University.
Date of first Appointment on the Board	July 24, 1990	July 24, 1990	July 10, 1999
Experience and Expertise in specific functional areas	More than 3 decades experience in the real estate sector. Associated with the Company since its inception as promoter Director. He was appointed as Whole-time Director w.e.f. January 1, 2002.	Nearly 3 decades experience in the real estate sector. Associated with the Company since its inception as Director. He was appointed as Whole-time Director/Managing Director w.e.f. February 1, 2002	Nearly 2 decades experience in the real estate sector. He was appointed as a Director w.e.f. July 10, 1999 and was subsequently appointed as Whole-time Director w.e.f. January 1, 2002
	Responsible for the overall working of the Company and instrumental in making strategic decisions for the Company.	Heads the architectural, construction and purchase departments of the Company.	Heads the Marketing and Commercial/ CRM departments of the Company.

Name of Director & DIN	Mr. Pradeep Kumar Jain (DIN: 00333486)	Mr. Sanjeev Kumar Jain (DIN: 00333881)	Dr. Rajeev Jain * (DIN: 00433463)
Terms and Conditions of Re-appointment	As detailed in the Resolution	As detailed in the Resolution	As detailed in the Resolution
Details of Remuneration sought to be paid	Nil	Nil	Nil
Last Remuneration drawn (FY 2018-19)	Nil	Nil	Nil
Number of Shares held	10,31,12,436	21,600	16,000
Other Directorship(s)	<ul style="list-style-type: none"> • Parsvnath Film City Ltd. • Parsvnath Telecom Pvt. Ltd. • Parsvnath Developers Pte. Ltd., Singapore • PDL Assets Ltd. • PHD Chamber of Commerce and Industry 	<ul style="list-style-type: none"> • Parsvnath Film City Ltd. 	<ul style="list-style-type: none"> • Parsvnath Film City Ltd. • PDL Assets Ltd. • Parsvnath Realty Ventures Ltd. • Parsvnath Telecom Pvt. Ltd. • Meghraj Buildtech Pvt. Ltd. • Meghraj Healthcare Pvt. Ltd.
Committee Positions in other Public Companies	Nil	Nil	Nil
Relationships between Directors inter-se	Mr. Pradeep Kumar Jain, Chairman, Mr. Sanjeev Kumar Jain, Managing Director & Chief Executive Officer and Dr. Rajeev Jain, Director (Marketing) are related to each other as brothers.	Mr. Pradeep Kumar Jain, Chairman, Mr. Sanjeev Kumar Jain, Managing Director & Chief Executive Officer and Dr. Rajeev Jain, Director (Marketing) are related to each other as brothers.	Mr. Pradeep Kumar Jain, Chairman, Mr. Sanjeev Kumar Jain, Managing Director & Chief Executive Officer and Dr. Rajeev Jain, Director (Marketing) are related to each other as brothers.
Number of Board Meetings attended	Seven (7)	Six (6)	Seven (7)

* Details given in respect of Item Nos. 2 and 5

Since the Company is not paying any remuneration to the aforesaid Whole-time Directors, the information under Part II Section II of Schedule V to the Act is not required to be given.

ITEM NOS. 6 AND 7

The Members of the Company at the 23rd Annual General Meeting held on September 23, 2014 had appointed Mr. Ashok Kumar and Dr. Pritam Singh as Independent Directors of the Company for a term of five (5) consecutive years commencing from September 23, 2014 and expiring on September 22, 2019.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by the Members of the Company.

The Company has received intimations in Form DIR-8 from Mr. Ashok Kumar and Dr. Pritam Singh that they are not disqualified from being re-appointed as Independent Directors in terms of Section 164 of the Act, declaration(s) that they meet with the criteria of independence as prescribed under Section 149 (6) of the Act & Regulation 16(1)(b) of Listing Regulations and their consent(s) to

continue as Independent Directors of the Company. Also, none of the aforesaid Directors is debarred from holding the office of Director by virtue of any SEBI order or any other authority.

The resolutions at Item Nos. 6 and 7 seek the approval of members for the re-appointment of Mr. Ashok Kumar and Dr. Pritam Singh as Independent Directors of the Company, commencing from September 23, 2019 up to September 22, 2024, not liable to retire by rotation. In the opinion of the Board, they fulfill the conditions for their re-appointment as Independent Directors as specified in the Act and Listing Regulations.

Pursuant to Regulation 17(1A) of Listing Regulations, effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. Mr. Ashok Kumar and Dr. Pritam Singh have already attained the age of 75 years.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August

13, 2019, has unanimously decided for their re-appointment as Independent Directors for second term commencing from September 23, 2019 to September 22, 2024 and their continuation after attaining the age of 75 years. Justification for continuation of directorship and profiles for re-appointment for second term are given below.

The Board commends the Special Resolutions at Item Nos. 6 and 7 of the Notice for approval of the Members of the Company.

Except Mr. Ashok Kumar and Dr. Pritam Singh and their respective relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the respective Resolutions.

ITEM NOS. 8 AND 9

The Members of the Company at the 24th Annual General Meeting held on September 30, 2015 had appointed Ms. Deepa Gupta and Mr. Mahendra Nath Verma as Independent Directors of the Company for a term of five (5) consecutive years commencing from March 30, 2015 to March 29, 2020 and May 25, 2015 to May 24, 2020 respectively.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by the Members of the Company.

The Company has received intimations in Form DIR-8 from Ms. Deepa Gupta and Mr. Mahendra Nath Verma that they are not disqualified from being re-appointed as Independent Directors in terms of Section 164 of the Act, declaration(s) that they meet with the criteria of independence as prescribed under Section 149 (6) of the Act & Regulation 16(1)(b) of Listing Regulations and their consent(s) to continue as Independent Directors of the Company. Also, none of the aforesaid Directors is debarred from holding the office of Director by virtue of any SEBI order or any other authority.

The resolutions at Item Nos. 8 and 9 seek the approval of members for the re-appointment of Ms. Deepa Gupta and Mr. Mahendra Nath Verma for their second term as Independent Directors of the Company, commencing from March 30, 2020 to March 29, 2025 and May 25, 2020 to May 24, 2025 respectively, not liable to retire by rotation. In the opinion of the Board, they fulfill the conditions for their re-appointment as Independent Directors as specified in the Act and Listing Regulations.

Pursuant to the Regulation 17(1A) of Listing Regulations, effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be. Mr. Mahendra Nath Verma, aged 72 years, will attain the age of 75 years during his second term as an Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its meeting held on August 13, 2019, has unanimously decided for re-appointment of Ms. Deepa Gupta and Mr. Mahendra Nath Verma as Independent Directors for second term commencing from March 30, 2020 to March 29, 2025 and May 25, 2020 to May 24, 2025 respectively and Mr. Mahendra Nath Verma's continuation after attaining the age of 75 years. Justification for continuation of directorship and profiles for re-appointment for second term are given below.

The Board commends the Special Resolutions at Item Nos. 8 and 9 of the Notice for approval of the Members of the Company.

Except Ms. Deepa Gupta and Mr. Mahendra Nath Verma and their respective relatives, none of the Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the respective Resolutions.

BRIEF DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING (IN PURSUANCE OF LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS)

ITEM NOS. 6 TO 9 – PERSONS SEEKING RE-APPOINTMENT FOR THEIR SECOND TERM AS INDEPENDENT DIRECTORS

Name of Director & DIN	Mr. Ashok Kumar (DIN : 00138677)	Dr. Pritam Singh (DIN : 00057377)	Ms. Deepa Gupta (DIN : 02411637)	Mr. Mahendra Nath Verma (DIN : 02931269)
Date of Birth	23.01.1937	14.06.1941	30.07.1964	09.11.1946
Age	82	78	55	72
Date of first appointment on the Board	14.01.2004	11.03.2006	30.03.2015	25.05.2015
Qualification(s)	Holds a Bachelor's Degree in Commerce (Hons.) and Post Graduate Diploma in Business Management	Post graduated in Commerce from Banaras Hindu University. He also holds a doctorate degree from the Banaras Hindu University and Master's degree in Business Administration from Indiana University, Bloomington, USA.	Qualified Chartered Accountant with a Bachelor's degree in Law.	Bachelor of Arts (Hons.) degree in Economics followed by Master's Degree in Economics (M.Com.) from Banaras Hindu University. Bachelor's Degree in Law (LL.B – Business Law) and Master's Degree in Law (LL.M –International Law) from Banaras Hindu University.
Experience and Expertise in specific functional areas	Mr. Ashok Kumar heads the Mansingh group of Hotels. He is having rich experience in real estate sector and has expertise in Business Management, Finance, Accounts, Audit, real estate matters etc.	He is currently holding the position of CEO in Leadership Education and Development Centre (LEAD). He has more than 4 decades experience as a Management Professor. A proud recipient of countless awards, the Government of India acknowledged his contribution in 2003, by conferring on him the prestigious "Padma Shri". Dr. Singh is author of various academically reputed books and published over 50 research papers. He has expertise in the areas of leadership, management education, corporate management, organizational development and human resource management and development etc.	Currently, she is a Partner in Yogesh and Jain, Chartered Accountants. She is also a speaker, writer and contributor in various Fora, having specialisation in the area of Corporate Social Responsibility and Corporate Governance and expertise in financial services, Accounting, internal audit and Risk Management etc.	Currently, he is a Senior Advisor at KPMG, New Delhi and was the Chairman of the Board of Directors of Delhi Stock Exchange Limited. He is a Retired Civil Servant from Indian Revenue Service. He has held various positions in Income Tax Department for more than three decades and has retired as Chief Commissioner of Income Tax, Rajasthan. He has worked as a Chief Economist with Bajaj Capital Limited and consultant to United Nations and had been a Member, Board of Governors, Dyal Singh College, Delhi University. He is an income-tax expert and a prolific writer who has to his credit various publications/ thesis papers. He has expertise in Direct tax, Finance, Accounts etc.
Justification for re-appointment / continuation	Mr. Ashok Kumar is a seasoned industrial business personality having experience in various facets of Industry and Business, particularly Real Estate which is the prime business of the Company. His vast and undented experience will help guide the Company smoothly seamlessly ride the	Dr. Pritam Singh is an eminent personality having national and international presence and accolades. He is a Member of PM Empowered Committee. He is known world over for his control and depth on the subjects of Management and HR. Both the areas are	Ms. Deepa Gupta is a Chartered Accountant, being a known professional from the field of Finance and Audit. She is also a lawyer by education. The Company has to undergo many compliances, checks and controls, which are the	Taking into account the vast experience of Direct Tax and compliances, his presence on the Board will be benefitting the Company. He can act as a guide to have compliances and best practices in the Company.

Name of Director & DIN	Mr. Ashok Kumar (DIN : 00138677)	Dr. Pritam Singh (DIN : 00057377)	Ms. Deepa Gupta (DIN : 02411637)	Mr. Mahendra Nath Verma (DIN : 02931269)
	changes and re-orientation for betterment and progress of the Company and help it reach newer heights.	of critical importance for any Company to manage and handle its resources aptly and wisely. His presence on the Board will guide the Company to cross the bridges of turbulence, smoothly and effectively reaching the desired goals of the Company.	foundation for Corporate Governance for any Company. Her esteemed presence on the Board will help guide the Company to fulfil the required compliances and aim to achieve best governance standards. She has also been the founder member of CSR policy, initiated by the Government of India. She has vast experience in it and hence can guide the Company to achieve its social responsibility in the best possible manner.	
Terms and Conditions of Re-appointment	As may be specified in the proposed appointment letter	As may be specified in the proposed appointment letter	As may be specified in the proposed appointment letter	As may be specified in the proposed appointment letter
Details of Remuneration sought to be paid	Sitting fee (within the prescribed threshold) for attending Board and Committee Meetings, as approved by the Board of Directors.	Sitting fee (within the prescribed threshold) for attending Board and Committee Meetings, as approved by the Board of Directors.	Sitting fee (within the prescribed threshold) for attending Board and Committee Meetings, as approved by the Board of Directors.	Sitting fee (within the prescribed threshold) for attending Board and Committee Meetings, as approved by the Board of Directors.
Last Remuneration drawn	During Financial Year 2018-19, sitting fee of ₹ 5,40,000/- for attending Board and Committee Meetings	During Financial Year 2018-19, Sitting fee of ₹ 3,50,000/- for attending Board and Committee Meetings	During Financial Year 2018-19, Sitting fee of ₹ 5,60,000/- for attending Board and Committee Meetings	During Financial Year 2018-19, Sitting fee of ₹ 4,50,000/- for attending Board and Committee Meetings
Number of Shares held	2,000	Nil	Nil	Nil
Other Directorship(s) (As on date)	<ul style="list-style-type: none"> • Delhi Iron and Steel Company Pvt. Ltd. • Mansingh Hotels and Resorts Ltd. • Ornate Secfin Pvt. Ltd. • Amrit Steels Pvt. Ltd. 	Nil	<ul style="list-style-type: none"> • Parsvnath Estate Developers Pvt. Ltd. • Paradise Malti Metals Pvt. Ltd. • C R G Infotech Pvt. Ltd. 	Nil
Committee Positions in other Public Companies	Nil	Nil	Nil	Nil
Relationships between Directors inter-se	N.A.	N.A.	N.A.	N.A.
Number of Board Meetings attended during 2018-19	6 (Six)	4 (Four)	7 (Seven)	6 (Six)

ITEM NO. 10:

The Board of Directors of the Company at its meeting held on August 13, 2019, on the recommendation of the Audit Committee, has approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 at a remuneration of ₹ 3,50,000 (Rupees Three Lakhs Fifty Thousand only) and reimbursement of out of pocket expenses, if any, plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be confirmed and ratified by the Members of the Company. Accordingly, consent of the Members is being sought by way of passing an Ordinary Resolution for confirmation and ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

The Board commends the Resolution as set out at Item No. 10 of the Notice for the approval of Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of their directorships and shareholding.

ITEM NO. 11:

As per Section 42 of the Act read with the Rules made thereunder, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (“NCDs”) on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval by way of Special Resolution can be obtained once a year for all the offers and invitations to be made for such NCDs during the year. NCDs issued on private placement basis are a significant source of borrowings for the Company.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Companies Act, 2013 read with the Rules made thereunder and SEBI (Issue and Listing of Debt Securities) Regulations, 2008, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, aggregating upto ₹ 750 Crores (Rupees Seven Hundred Fifty Crores Only), within the overall borrowing limits of the Company approved by the Members of the Company under Section 180(1)(c) of the Companies Act, 2013, during a period of one year from the date of passing of the Resolution.

The Board of Directors of your Company has approved this matter in the Board Meeting held on August 13, 2019 and commends the Resolution as set out at Item No. 11 of the Notice for the approval of Members of the Company as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially

or otherwise, in the Resolution, except to the extent of their directorships and shareholding.

ITEM NO. 12

The members may kindly note that they had earlier authorized the Board of Directors by passing Special Resolutions on September 23, 2014 to borrow monies upto ₹ 5000 Crores under Section 180(1)(c) of the Act and to secure the same by suitable mortgage/charge on all or any of immoveable and/or moveable properties of the Company under Section 180(1)(a) of the Act.

The Company had, from time to time, borrowed funds for various purposes and created security in terms of aforesaid authorization. The Company is developing various projects through its Subsidiary/Affiliate/Associate Companies for which these Companies may require to borrow funds, from time to time, but may not be having suitable properties to secure the same. The borrowings may be used for the execution of various projects in hand or to be taken up and for such other purposes including general corporate purposes. Accordingly, in order to secure such borrowings availed / to be availed by the Company or any of the Company's Subsidiary/Affiliate /Associate Companies, the Company is required to provide suitable security on its properties and / or corporate guarantee.

Hence, in order to comply with the provisions of 180(1)(a) of the Act, consent of members is hereby required by way of proposed Special Resolution.

The Board of Directors of your Company has approved this matter in the Board Meeting held on August 13, 2019 and commends the Resolution as set out at Item No. 12 of the Notice for the approval of Members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the Resolution, except to the extent of their directorship and shareholding.

**By Order of the Board of Directors
For PARSVNATH DEVELOPERS LIMITED**

**Sd/-
(V. Mohan)**

**Sr. Vice President (Legal) &
Company Secretary
Membership No. F2084**

**Place: Delhi
Date: August 13, 2019**

ROUTE MAP FOR AGM VENUE



Parsvnath Developers Limited

CIN: L45201DL1990PLC040945

Registered Office: Parsvnath Tower, Near Shahdara Metro Station,
Shahdara, Delhi - 110032

Phone No.: 011-43010500, 011-43050100; Fax No: 011-43050473

e-mail address: secretarial@parsvnath.com

Website: www.parsvnath.com

ATTENDANCE SLIP

28th Annual General Meeting - Saturday, September 21, 2019

Folio No./ DP ID & Client ID	
Name of First named Member/Proxy/Authorised Representative	
Name of Joint Member(s), if any	
No. of shares held	

I/We certify that I/We am/are Member(s)/Proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the 28th Annual General Meeting of Parsvnath Developers Limited being held on Saturday, September 21, 2019 at 3.30 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003.

Signature of First Holder/Proxy/Authorised Representative

Signature of 1st Joint Holder

Signature of 2nd Joint Holder

Notes:

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only shareholders of the Company and/or their proxy shall be allowed to attend the meeting.
3. Member /Proxy holder wishing to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.

Parsvnath Developers Limited

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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: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him/ her

2. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

or failing him/ her

3. Name: _____ E-mail Id: _____

Address: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Saturday, September 21, 2019 at 3.30 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. No.	Description of Resolutions	For*	Against*
Ordinary Business			
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.		
2	Ordinary Resolution for re-appointment of Dr. Rajeev Jain (DIN: 00433463), as a Director, who retires by rotation		
Special Business			
3	Special Resolution for re-appointment and remuneration of Mr. Pradeep Kumar Jain as a whole-time director designated as Chairman of the Company		
4	Special Resolution for re-appointment and remuneration of Mr. Sanjeev Kumar Jain as a whole-time director designated as Managing Director & CEO of the Company		
5	Special Resolution for re-appointment and remuneration of Dr. Rajeev Jain as a whole-time director designated as Director (Marketing) of the Company		
6	Special Resolution for re-appointment of Mr. Ashok Kumar as an Independent Director		
7	Special Resolution for re-appointment of Dr. Pritam Singh as an Independent Director		
8	Special Resolution for re-appointment of Ms. Deepa Gupta as an Independent Director		
9	Special Resolution for re-appointment of Mr. Mahendra Nath Verma as an Independent Director		
10	Ordinary Resolution for ratification of remuneration of M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), Cost Auditors of the Company for the Financial Year 2019-20		
11	Special Resolution enabling private placement of Non- Convertible Debentures		
12	Special Resolution for 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		

Signed this..... day of..... 2019

Signature of Member _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

Notes:

- THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY FILLED, STAMPED AND SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- A PROXY NEED NOT BE A MEMBER.**
- A PERSON CAN ACT AS A PROXY OF A MEMBER NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- *It is optional to put 'x' in the appropriate column against the respective resolution. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.