

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

NOTICE

Notice is hereby given that the **25th ANNUAL GENERAL MEETING (AGM)** of the Members of **PARSVNATH DEVELOPERS LIMITED** will be held on **Thursday, September 29, 2016 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

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of the Auditors thereon.
- To appoint a Director in place of Mr. Sanjeev Kumar Jain (DIN: 00333881), who retires by rotation and being eligible, offers himself for re-appointment.
- Appointment of Auditors

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

"RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee of the Board of Directors, M/s S.N. Dhawan & Company, Chartered Accountants (Firm Registration No. 000050N) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), who shall hold office from the conclusion of this 25th Annual General Meeting for a term of five consecutive years till the conclusion of 30th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board be and is hereby authorised to fix such remuneration as

may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS

- 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 of 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 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 condition(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 March 1, 2016 to March 31, 2019, on the following remuneration and terms & conditions:



A.	REMUNERATION Salary, Perquisites & Allowances	Not exceeding ₹ 85,00,000 (Rupees Eighty Five Lacs only) per annum inclusive of all perquisites and allowances.
B.	SITTING FEE	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
C.	TERMINATION	The appointment 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, Shri 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.
E.	PERIOD OF REMUNERATION	March 1, 2016 to February 28, 2019

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include Nomination and Remuneration Committee and/ or any other Committee there of constituted to exercise its powers, including the powers conferred by this Resolution), 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 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 of 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 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 condition(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 March 1, 2016 to March 31, 2019, on the following remuneration and terms & conditions:

A.	REMUNERATION Salary, Perquisites & Allowances	Not exceeding ₹ 80,00,000 (Rupees Eighty Lacs only) per annum inclusive of all perquisites and allowances.
B.	SITTING FEE	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
C.	TERMINATION	The appointment 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, Shri 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.
E.	PERIOD OF REMUNERATION	March 1, 2016 to February 28, 2019

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include Nomination and Remuneration Committee and/ or any other Committee thereof constituted to exercise its powers, including the powers conferred by this Resolution), 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. 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 of 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 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 condition(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 March 1, 2016 to March 31, 2019, on the following remuneration and terms & conditions:

A.	REMUNERATION Salary, Perquisites & Allowances	Not exceeding ₹ 75,00,000 (Rupees Seventy Five Lacs only) per annum inclusive of all perquisites and allowances.
B.	SITTING FEE	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
C.	TERMINATION	The appointment 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.
E.	PERIOD OF REMUNERATION	March 1, 2016 to February 28, 2019

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include Nomination and Remuneration Committee and/ or any other Committee thereof constituted to exercise its powers, including the powers conferred by this Resolution), 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.”

7. RATIFICATION OF REMUNERATION OF M/S CHANDRA WADHWA & COMPANY, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2016-17

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 other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended or re-enacted from time to time, M/s Chandra Wadhwa & Company, Cost Accountants (Firm Registration No. 000239), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as given in the Explanatory Statement annexed to this Notice.

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

8. 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, 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 ₹ 1,000 Crores (Rupees One Thousand 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), 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 and give such directions as may be deemed necessary or expedient, to give effect to this Resolution”.

9. APPROVAL FOR MATERIAL TRANSACTIONS WITH RELATED PARTIES

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, as amended or re-enacted from time to time read with Related Party Transactions Policy of the Company and subject to the such approvals, consents, permissions and sanctions as may be necessary and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for entering into related party transactions, contracts and/ or agreements, which may exceed the materiality threshold by an aggregate amount not exceeding ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) per financial year, individually and/or collectively with Related Parties, as defined under the Act and the Listing Regulations, as per details given in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, 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 authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respects.”

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

Sd/-
(V. Mohan)

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

Place: New Delhi
Date: August 20, 2016

Notes:

- A. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘Act’) in respect of the businesses under Item Nos. 4 to 9 of the Notice, is annexed hereto. The information required by the Listing Regulations and Secretarial Standards on General Meetings (SS-2), of persons seeking appointment/re-appointment as Directors under Item No. 2, 4, 5 and 6 of the Notice, are also annexed.
- B. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT APROXY 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 COMPLETED 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 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 ALONG WITH ATTENDANCE SLIP ARE APPENDED WITH THIS NOTICE.**

- C. The Notice of Annual General Meeting 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 August 26, 2016.
- D. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 23, 2016 to Thursday, September 29, 2016 (both days inclusive), for the purpose of the AGM.
- E. Members holding shares as on Thursday, September 22, 2016 i.e. cut-off date, are entitled to vote by remote e-voting facility and voting in the AGM.
- F. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their email IDs, bank accounts, mailing addresses, etc. to their Depository Participants and in case of members holding shares in physical form, to the Registrar & Share Transfer Agent (RTA) viz. M/s 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.
- 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 Companies Act, 2013, 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 have it duly filled in and sent back to them.
- 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 Meeting, 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 Meeting;
 - (ii) Attendance Slip, as sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting.
- K. Corporate Members intending to send their authorised representative(s) to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Meeting.
- L. 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/ documents including Annual Report can be effected by sending the same through electronic mode to the registered e-mail addresses of the Shareholders. 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, 2016 is being sent to all the members whose e-mail addresses are registered with RTA/ Depository Participant(s) unless any such member opts to receive the physical copy of the same.
- Members who have not yet registered/updated their e-mail addresses and changes therein, from time to time, are requested to register/update their e-mail addresses by directly sending the relevant e-mail address along with details of name, address, folio no., number of shares held: (i) for shares held in physical form, to RTA of the Company and (ii) in respect of shares held in dematerialized form, with their respective Depository Participants giving details of their DP ID & Client ID.
- M. **Transfer of Unclaimed/ Unpaid amounts to Investor Education and Protection Fund:**
- Pursuant to the provisions of Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, as amended from time to time read with The Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the Company has transferred the unclaimed Dividend of ₹ 23,58,231 (Rupees Twenty Three Lac Fifty Eight Thousand Two Hundred Thirty one only) for the financial year 2007-08 to Investor Education and Protection Fund (IEPF) established by the Central Government.
- N. **Unclaimed/Undelivered Shares**
- As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the unclaimed shares lying in the possession of the Company are required to be dematerialized and transferred into a special demat account held by the Company. Accordingly unclaimed shares lying with the Company have been transferred in an 'Unclaimed Suspense Account' of the Company. This Account is being held by the Company purely 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.
- Shareholders, who have not yet claimed their shares are requested to immediately approach the Registrar & Share Transfer Agent of the Company by forwarding a request letter duly signed by all the shareholders furnishing their complete



postal address along with PIN code, a copy of PAN card & proof of address, and for delivery in demat form, a copy of Demat Account – Client Master Report duly certified by the Depository Participant (DP) and a recent Demat Account Statement, to enable the Company to release the said shares to the rightful owner.

- O. M/s Deloitte Haskins & Sells, Chartered Accountants, retiring auditors has informed the Company that they do not wish to be re-appointed as the Statutory Auditors of the Company in view of the rotation policy under the Companies Act, 2013 and it is proposed to appoint M/s S.N. Dhawan & Company, Chartered Accountants as Statutory Auditors, who shall hold office from the conclusion of this 25th Annual General Meeting for a term of five consecutive years till the conclusion of 30th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting)

P. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, 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 25th 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 Central Depository Services (India) Limited (CDSL).

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

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

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

- (i) The voting period begins on Monday, September 26, 2016 (9:00 a.m.) and ends on Wednesday, September 28, 2016 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Name/ address label. If you wish to obtain the aforesaid sequence number, you may send a request, stating your DP ID & Client ID along with address at secretarial@parsvnath.com .
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details	Enter the Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

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

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN of Parsvnath Developers Limited on which you choose to vote. The EVSN No. is 160830101.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the

Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General

- (1) 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 September 22, 2016.
 - (2) Dr. S. Chandrasekaran, Senior Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi (Membership No. FCS 1644), failing him Mr. Rupesh Agarwal, Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi (Membership No. ACS 16302), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (3) The Scrutinizer(s) 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(s) 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.
 - (4) The result declared along with the Scrutinizer Report shall be placed on the Company's website i.e. www.parsvnath.com and on the website of CDSL i.e. www.cdslindia.com
- Q. Documents referred to in the Notice and explanatory statement, are open for inspection at the Registered Office and the copies thereof shall also be available at the Corporate Office of the Company situated at 6th Floor, Arunachal Building, 19, Barakhamba Road, New Delhi-110001 on all working days (Monday to Friday) from 11.00 A.M. to 5.00 P.M. upto the date of Annual General Meeting and will also be available for inspection at the meeting.
- R. The Annual Report of the Company for the financial year 2015-16 circulated to the Members of the Company will also be made available on the Company's website www.parsvnath.com.

Members may please note that no gifts shall be distributed at the venue of the Meeting.

**BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 25TH ANNUAL GENERAL MEETING (IN PURSUANCE OF LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS)**

Name of Director	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	51	46	43
Date of Appointment	24 July, 1990	24 July, 1990	July 10, 1999
Qualification(s)	Graduate. Over 25 years of experience in the real estate sector. Associated with the Company since its inception as promoter.	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. College, Wardha, Nagpur University
Number of Shares held	11,65,05,317	21,600	16,000
Expertise in specific functional areas	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.	Head of Marketing and Commercial/ CRM departments of the Company
Other Directorship(s)	Mansingh Hotels and Resorts Ltd. Parsvnath Film City Ltd. Parsvnath Telecom Private Ltd. Parsvnath Developers Pte. Ltd. PDL Assets Ltd. PHD Chamber of Commerce and Industry	Parsvnath Film City Ltd.	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	Shri Pradeep Kumar Jain, Chairman, Shri Sanjeev Kumar Jain, Managing Director & Chief Executive Officer and Dr. Rajeev Jain, Director (Marketing) are related to each other as brothers.	Shri Pradeep Kumar Jain, Chairman, Shri Sanjeev Kumar Jain, Managing Director & Chief Executive Officer and Dr. Rajeev, Jain Director (Marketing) are related to each other as brothers.	Shri Pradeep Kumar Jain, Chairman, Shri 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	9	9	9

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4:**

Shri Pradeep Kumar Jain is one of the Promoter Directors and founder Chairman of the Company. He has nearly three decades of experience in the real estate sector. He has received 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, Shri 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 Shri 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 12, 2016, and subject to approval of members has decided to re-appoint Shri Pradeep Kumar Jain as Whole- time Director

designated as 'Chairman' of the Company for a period with effect from March 01, 2016 to March 31, 2019 on the remuneration and terms & conditions as mentioned in the Resolution.

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 reappointment 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 Companies Act, 2013 and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item no. 4 for your approval as a Special Resolution.

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

Item No. 5:

Shri Sanjeev Kumar Jain is one of the Promoter Directors of the Company since incorporation and was appointed as Managing Director of the Company with effect from February 01, 2002. He has graduated with a Bachelor of Engineering (Civil) degree from the B. V. College of Engineering, Pune where he specialised in advanced construction technology. He has over two decades of experience in the real estate sector. He currently heads the architectural, construction and purchase departments of the Company.

In view of the immense contribution of Shri Sanjeev Kumar Jain, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 12, 2016, and subject to approval of members has decided to re-appoint Shri Sanjeev Kumar Jain, as Whole-time Director designated as Managing Director & CEO of the Company for a period with effect from March 01, 2016 to March 31, 2019 on the remuneration and terms & conditions as mentioned in the Resolution.

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 reappointment 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 Companies Act, 2013 and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item no. 5 for your approval as a Special Resolution.

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

Item No. 6:

Dr. Rajeev Jain is one of the Promoter Directors of the Company who 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. College, Wardha, Nagpur University. He worked with Indraprastha Apollo Hospital from September, 1998 to November 2001. He currently heads the marketing department and commercial relationship management of the Company. Dr. Rajeev Jain has made valuable contribution towards the success and growth of the Company

In view of the immense contribution of Dr. Rajeev Jain, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 12, 2016, and subject to approval of members has decided to re-appoint Dr. Rajeev Jain, as Whole-time Director designated as 'Director (Marketing)' of the Company for a period with effect from March 01, 2016 to March 31, 2019 on the remuneration and terms & conditions as mentioned in the Resolution.

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 reappointment 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 Companies Act, 2013 and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item no. 6 for your approval as a Special Resolution.

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



INFORMATION UNDER PART II SECTION II, OF SCHEDULE V TO THE COMPANIES ACT, 2013 FOR ITEM NO. 4 TO 6 ABOVE:

GENERAL INFORMATION			
Nature of Industry	Real Estate Industry- Development, Construction and Marketing of Real Estate projects for Commercial and Residential use.		
Date or expected date of commencement of commercial production	The Company was incorporated on July 24, 1990 and the date of Certificate of Commencement of Business was November 20, 1990.		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.		
Financial performance based on given indicators	The details of financial performance of the Company for the years 2014-15 and 2015-16 are provided in the Annual Report of the Company for the Financial Year ended March 31, 2016.		
Foreign investments or collaborations, if any.	Foreign Investors, mainly comprises Foreign Institutional Investors, Non Resident Indians and Overseas Corporate Bodies. The Company has one Foreign Subsidiary viz. Parsvnath Developers Pte. Limited, Singapore, as on March 31, 2016.		
II. INFORMATION ABOUT THE APPOINTEES:			
Name of Appointees	Shri Pradeep Kumar Jain	Shri Sanjeev Kumar Jain	Dr. Rajeev Jain
Background details	He is the Executive Chairman of the Company. He has nearly three decades of experience in the real estate sector. He has been associated with the Company since its inception as promoter. He is responsible for the overall functioning of the Company and is instrumental in making strategic decisions for the Company. He has received various awards including the 'Jawaharlal Nehru Award for Excellence', the 'Vijay Ratna Award', the 'Udyog Ratan Award' and the 'World Economic Progress Award' for his entrepreneurship. He is also a member of the Board of Trustees of the Moradabad Institute of Technology. He has been a Director of the Company since its incorporation and was appointed as Whole-time Director of the Company with effect from January 1, 2002.	He is the Managing Director of the Company. He graduated with a Bachelor of Engineering (Civil) degree from the B.V. College of Engineering, Pune, where he specialized in advanced construction technology. He heads the architectural, construction and purchase departments of the Company. He has been a Director of the Company since its incorporation and was appointed as Managing Director with effect from February 1, 2002.	He is the Whole-time Director of the Company. He is a qualified medical practitioner having graduated with a M.B.B.S degree from J.N. College, Wardha, Nagpur University. He heads the Marketing and Commercial/ CRM departments of the Company. He joined the Board on July 10, 1999 and was appointed as Whole-time Director of the Company with effect from January 1, 2002.
Recognition or awards			
Job profile and suitability			

Past remuneration (March 1, 2011 to February 29, 2016)	Particulars	Shri Pradeep Kumar Jain (Chairman)	Shri Sanjeev Kumar Jain (Managing Director & CEO)	Dr. Rajeev Jain (Director Marketing)
	Salary			
	Rs./per month	30,00,000	11,00,000	8,00,000
	Rs. Lacs/per annum (p.a.)	360.00	132.00	96.00
	Perquisites			
	Vehicles with Drivers (No.)	2	1	1
	Telephone (No. of connection)	2	1	1
	Mobile Phone (No. of connection)	1	1	1
	Gas, Electricity, Water (upto ₹/p.a)	15,00,000	-	-
	Club Membership (No. of Club)	2	1	1
	Medical Allowance (upto ₹/p.a)	15,00,000	5,50,000	4,00,000
	Leave Travel Allowance (upto ₹/p.a)	30,00,000	5,50,000	4,00,000
	Children Education Allowance (upto ₹/p.a)	2,00,000	1,00,000	1,00,000
	<p>Note: 1. Managerial remuneration of ₹ 85.56 lacs was paid by the Company during the year in excess of the limits specified in the Companies Act, 2013 subject to approval of the same by the Central Government. The Company had filed applications for approvals in respect thereof with the Ministry of Corporate Affairs, Government of India after obtaining the requisite shareholders' approval. The Ministry of Corporate Affairs vide its letters dated 10 May, 2016 rejected the Company's applications for the current year and also for an amount of ₹ 255.00 lacs paid in the previous year. The Company has reversed/adjusted managerial remuneration of the current year and ₹ 255.00 lacs pertaining to the previous year ended 31 March, 2015 and accordingly, amounts paid to directors of ₹ 340.56 lacs are shown as recoverable from directors under the head 'Short-term loans and advances in Note 19 to the financial statements.</p> <p>2. ₹ 8,11,758/- paid in excess to Mr. Pradeep Kumar Jain in the Financial Year 2013-14 inadvertently was subsequently recovered.</p>			
Remuneration proposed	As disclosed in point IV below.			
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Shri Pradeep Kumar Jain, Shri Sanjeev Kumar Jain and Dr. Rajeev Jain, the remuneration proposed to be paid is commensurate with the remuneration packages prevalent in the Industry.			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed to be paid to Shri Pradeep Kumar Jain, Shri Sanjeev Kumar Jain and Dr. Rajeev Jain, they do not have any other pecuniary relationship with the Company except the transactions appearing in the Related Party Transactions as shown in Note No. 59 of the financial statements. Further, they are related to each other as brothers.			



III. OTHER INFORMATION:				
Reasons of loss or inadequate profits	Though the Company has earned a net profit of ₹ 471.72 lacs for Financial Year ended March 31, 2016, but the same may not be adequate for payment of proposed remuneration.			
Steps taken or proposed to be taken for improvement	The Company has earned a profit of ₹ 471.72 lacs as compared to the loss incurred during the financial year 2014-15.			
Expected increase in productivity and profits in measurable terms	The Company has performed better in the financial year 2015-16 as compared to previous year.			
IV. DISCLOSURES:				
All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	Particulars	Shri Pradeep Kumar Jain (Chairman)	Shri Sanjeev Kumar Jain (Managing Director & CEO)	Dr. Rajeev Jain (Director Marketing)
	REMUNERATION (Salary, Perquisites & Allowances)	Not exceeding ₹ 85,00,000 (Rupees Eighty Five Lacs only) per annum inclusive of all perquisites and allowances.	Not exceeding ₹ 80,00,000 (Rupees Eighty Lacs only) per annum inclusive of all perquisites and allowances.	Not exceeding ₹ 75,00,000 (Rupees Seventy Five Lacs only) per annum inclusive of all perquisites and allowances.
	SITTING FEE	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
	TERMINATION	The appointment 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, Shri Pradeep Kumar Jain shall not be liable to retirement by rotation.	The appointment 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, Shri Sanjeev Kumar Jain shall be liable to retirement by rotation.	The appointment 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.
	OTHERS	Gratuity at the end of the tenure shall be as per Company Rules	Gratuity at the end of the tenure shall be as per Company Rules	Gratuity at the end of the tenure shall be as per Company Rules
	PERIOD OF REMUNERATION	March 1, 2016 to February 28, 2019	March 1, 2016 to February 28, 2019	March 1, 2016 to February 28, 2019
Details of fixed component and performance linked incentives along with the performance criteria	Not applicable as the entire remuneration is a fixed component.			

Service contracts, Notice period, severance fees	The term of office of Whole-time Directors and Managing Director of the Company shall remain valid from March 1, 2016 to March 31, 2019, which may be terminated by giving prior Notice of six months in writing by either side. No severance fee is payable.
Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	The Company does not have any employee stock option scheme. Hence, no Stock option has been granted to any of the Directors of the Company.

Item No. 7:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Chandra Wadhwa & Company, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017 at a remuneration of ₹ 3,50,000 (Rupees Three Lacs Fifty Thousand only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 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 sought by way of passing an Ordinary Resolution as set out at Item No. 7 of the Notice for confirmation and ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

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 set out at Item No. 7 of the Notice, except to the extent of their directorship and shareholding.

Item No. 8:

As per Section 42 of the Companies Act, 2013 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 ₹ 1,000 Crores (Rupees One Thousand 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 at Item No. 8.

The Directors commend the Special Resolution at Item No. 8 of the Notice, for the approval of the Members of the Company.

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 set out at Item No. 8 of the Notice, except to the extent of their directorship and shareholding.

Item No. 9:

Your Company is primarily engaged in the business of real estate development and sale of residential and commercial properties and leasing of office space, IT Park, IT SEZ and retail properties. Some of the businesses are being operated through subsidiaries, joint ventures, associates, etc. The funding obligations of such entities are partially met by the Company. In addition thereto, the Company also provides security(ies) and corporate guarantee(s) to secure the borrowings and other facilities being availed by subsidiary(ies)/joint venture(s) / associate(s). In certain cases, such subsidiaries/joint ventures/associates have also extended security of their movable and/ or immovable assets to secure the borrowings/financial assistance availed by the Company and in some of these cases the development rights in respect of the said immovable properties are held by the Company. In addition, certain other transactions such as leasing, management services, building maintenance services, sale/purchase of goods/ material/ properties, transfer of rights, construction contracts/ agreements, project management etc. are also entered into by the Company.

The Audit Committee and the Board of Directors of the Company have at their respective meetings held on August 20, 2016 have approved and noted that the Company may, in the ordinary course of business, enter into new transactions of similar nature in future i.e. lending, providing and receiving corporate guarantee(s) and security(ies) for existing/ new credit facility(ies), leasing, management service(s), sale/purchase of goods/ material/ properties, transfer of right(s), development agreements, services relating to acquisition of land/ development rights, construction cost(s) etc., with the related party entities, as defined in Section 2 (76) of the Act and under the applicable accounting standards, as listed in Note No. 59 to the financial statements, which may



exceed the materiality threshold by an amount not exceeding an aggregate value of ₹ 2,500 Crores (Rupees Two Thousand Five Hundred Crores Only) individually and/or collectively, per financial year. A significant proportion of this amount would comprise providing/availing of corporate guarantee(s) and/or security(ies).

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all entities falling within the definition of related parties shall abstain from voting on this Special Resolution and accordingly, the promoters and the promoter group entities shall not vote on this Special Resolution.

Shri Pradeep Kumar Jain holds 600 equity shares in Parasnath And Associates Private Limited, 8,71,180 equity shares in Parsvnath Infra Limited and 4,00,000 shares in Parsvnath Developers Pte. Limited (Singapore), which are in excess of 2% of their respective paid-up share capital. Dr. Rajeev Jain holds 1,410 equity shares in Amazon India Limited, 5,000 equity shares in Meghraj Buildtech Private Limited and 5,000 equity shares in Meghraj Healthcare Private Limited which are in excess of 2% of their respective paid-up share capital.

The Board commends the Special Resolution as set out at Item No. 9 of the accompanying Notice for the approval of the members by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 9, except Shri Pradeep Kumar Jain, Shri Sanjeev Kumar Jain, Dr. Rajeev Jain and their relatives 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: New Delhi
Date: August 20, 2016

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

25th ANNUAL GENERAL MEETING - Thursday, September 29, 2016

Folio No./ DP ID Client ID No.	
Name of First named Member/Proxy/Authorised Representative	
Name of Joint Members(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 25th ANNUAL GENERAL MEETING of Parsvnath Developers Limited being held on Thursday, September 29, 2016 at 03.30 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

Note(s):

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.



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 Company: 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

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:

- Name:..... E-mail Id:
 Address:
 Signature:.....
 or failing him/ her
- Name:..... E-mail Id:
 Address:
 Signature:.....
 or failing him/ her
- 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 25th Annual General Meeting of the Company, to be held on Thursday, September 29, 2016 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 receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, 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, 2016 and the report of the Auditors thereon.		
2	Ordinary Resolution for re-appointment of Mr. Sanjeev Kumar Jain as a Director, who retires by rotation		



3	Ordinary Resolution for re-appointment of M/s S.N. Dhawan & Company, Chartered Accountants, in place of the retiring Auditors M/s Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration		
Special Business			
4	Special Resolution for re-appointment and remuneration of Shri Pradeep Kumar Jain, Whole-time Director designated as Chairman of the Company		
5	Special Resolution for re-appointment and remuneration of Shri Sanjeev Kumar Jain, Whole-time Director designated as Managing Director & CEO of the Company		
6	Special Resolution for re-appointment and remuneration of Dr. Rajeev Jain, Whole-time Director designated as Director (Marketing) of the Company		
7	Ordinary Resolution for ratification of remuneration of M/s Chandra Wadhwa & Company, Cost Accountants, Cost Auditors of the Company for the Financial Year 2016-17		
8	Special Resolution enabling private placement of Non- Convertible Debentures		
9	Special Resolution for approval for material transactions with related parties		

Affix
Revenue
Stamp

Signed this..... day of..... 2016

Signature of Member _____

Signature of Proxy holder(s) _____

Notes:

- 1. THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2. * 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.**
- 3. A PROXY NEED NOT BE A MEMBER.**
- 4. 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.**

ROUTE MAP FOR AGM VENUE

