

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 **27th ANNUAL GENERAL MEETING (AGM)** of the Members of **PARSVNATH DEVELOPERS LIMITED** will be held on **Friday, September 28, 2018 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 consider, approve and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018 together with 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, 2018 together with 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.

SPECIAL BUSINESS

3. RATIFICATION OF REMUNERATION OF M/S CHANDRA WADHWA & CO., COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19

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 2018-19, 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 acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

4. 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 (“the 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 Securities and Exchange Board of India (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, stock exchanges, 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."

5. APPROVAL FOR DISINVESTMENT IN PARSVNATH ESTATE DEVELOPERS PRIVATE LIMITED, SUBSIDIARY 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 the provisions of Regulation 24(5) and 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable Rules made thereunder, as amended or re-enacted from time to time, the consent of the Company be and is hereby accorded to sell, transfer or otherwise dispose of the whole or substantially the whole of the undertaking(s)/ investments/ shares in the name of the Company held in Parsvnath Estate Developers Private Limited (PEDPL), a wholly owned subsidiary of the Company, subject to requisite approval from Delhi Metro Rail Corporation Limited (DMRC), as may be required.

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) of Share Purchase Agreement /Investment Agreement and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) including terms of payment and pricing, 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 the aforesaid 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."

6. APPROVAL FOR DISINVESTMENT IN PRIMETIME REALTORS PRIVATE LIMITED, SUBSIDIARY 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 the provisions of Regulation 24(5) and 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable Rules made thereunder, as amended or re-enacted from time to time, the consent of the Company be and is hereby accorded to sell, transfer or otherwise dispose of the commercial project being undertaken by the Company by the name of "The Parsvnath 27" situated at K G Marg, New Delhi ("KG Marg Project") by way of a suitable structure including (i) sale/ transfer of shareholding of Primetime Realtors Private Limited, a wholly owned subsidiary of the Company owning the land over which the KG Marg Project is being developed by the Company; (ii) direct sale of the KG Marg Project; or (iii) any other structure as may be agreed with the proposed buyer and approved by 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).

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) of Share Purchase Agreement /Investment Agreement and/ or any other transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) including terms of payment and pricing, 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 the aforesaid 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: Delhi
Date: August 13, 2018

Notes:

- A. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special businesses contained in the Notice, is annexed hereto. The information required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), of the person seeking re-appointment as Director 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**
- 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 24, 2018.
- D. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive), for the purpose of the AGM.
- E. Members holding shares as on Friday, September 21, 2018 i.e. cut-off date, are entitled to vote by remote e-voting facility and voting in the AGM.
- F. Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 directs listed companies to send soft copies of the annual report to those shareholders who have registered their e-mail addresses. Sections 101 and 136 of the Companies Act, 2013 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 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 submit the same duly filled in.

- I. Members seeking any information regarding the Accounts of the Company are requested to write to the Company at least 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 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.
- 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, 2018 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.
- 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 accounts. 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 with effect from December 5, 2018 and accordingly, the Company would not be able to accept requests for transfer of shares held in physical mode thereafter. 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:**
- Pursuant to the relevant provisions of the Companies Act, 2013 read with Rules made thereunder, as amended from time to time, the Company was not required to transfer any amount to Investor Education and Protection Fund established by the Central Government, in the Financial Year 2017-18.
- Q. **Unclaimed IPO Shares**
- As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Investor Education and Protection Fund (IEPF), as per the provisions of Section 124(6) and other applicable provisions, if any of the Companies Act, 2013 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, if any, issued by the Ministry of Corporate Affairs, in this regard.
- R. **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 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 27th 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 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 ‘Step-by-Step’ procedure and instructions for casting your vote electronically are as under:

- (i) The voting period begins on Tuesday, September 25, 2018 (9:00 a.m.) and ends on Thursday, September 27, 2018 (5:00 p.m.). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their votes 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/ Members.
- (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 alongwith address at secretarial@parsvnath.com .
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend 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 the 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 EVSN of Parsvnath Developers Limited.
- (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 changed login 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) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting from your mobile.
- (xix) 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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 e-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.
- (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 21, 2018.
 - (2) Mr. Rupesh Agarwal, Managing Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries, New Delhi (Membership No. ACS No. 16302), failing him Mr. Shashikant Tiwari, Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries, New Delhi (Membership No. ACS 28994), 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 alongwith the Scrutinizer’s 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 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 Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 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 2017-18 and the Notice of the 27th AGM, circulated to the Members of the Company will also be made available on the Company’s website www.parsvnath.com.

BRIEF DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 27TH ANNUAL GENERAL MEETING (IN PURSUANCE OF LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS)

Name of Director	Mr. Sanjeev Kumar Jain (DIN 00333881)
Date of Birth	January 1, 1970
Age	48
Date of first appointment on the Board	July 24, 1990
Qualification(s)	Bachelor of Engineering (Civil) degree from the B.V. College of Engineering, Pune with specialization in advanced construction technology.
Experience	About 28 years
Terms and Conditions of Re-appointment	N.A.
Details of Remuneration sought to be paid	N.A.
Last Remuneration drawn	-
Number of Shares held	21,600
Expertise in specific functional areas	Heads the architectural, construction and purchase departments of the Company.
Other Directorship(s)	Parsvnath Film City Ltd.
Committee Positions in other Public Companies	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.
Number of Board Meetings attended during 2017-18	Seven

In terms of Circular no. LIST/COMP/14/2018-19 dated June 20, 2018 as issued by BSE Limited, Mr. Sanjeev Kumar Jain (DIN:00333881), Director of the Company liable to retire by rotation, has confirmed that he is not debarred from holding the office of the Director by virtue of any SEBI Order or any Other Authority.

Except Mr. Sanjeev Kumar Jain, 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. 2, except to the extent of their directorships and shareholding.

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

Item No. 3

The Board of Directors of the Company at its meeting held on August 13, 2018, 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, 2019 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 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 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, 2019.

The Board commends the Ordinary Resolution for 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, except to the extent of their directorships and shareholding.

Item No. 4

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 ₹ 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 commends the Special Resolution 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, except to the extent of their directorships and shareholding.

Item No. 5 & 6

As per Regulation 24(5) and 24(6) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary and shall not sell, dispose and lease the assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year, without passing a special resolution in its General Meeting except in cases where such divestment/ sale/ disposal/ lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

Further, in terms of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only under the authority of special resolution passed by the members of the Company.

The Board of Directors of the Company at its meeting held on August 13, 2018 has approved the proposals:

- to sell 37,75,000 Class A Shares and 12,25,000 Class B Shares of ₹ 10 each held by the Company in Parsvnath Estate Developers Private Limited (PEDPL), wholly owned material subsidiary company, which owns the Parsvnath Capital Towers at Bhai Veer Singh Marg, New Delhi and thus transferring the said assets by way of transfer of the shares to some prospective Investors;
- to sell, transfer or otherwise dispose of the commercial project being undertaken by the Company by the name of "The Parsvnath

27" situated at K G Marg, New Delhi ("KG Marg Project") by way of a suitable structure including (i) sale/transfer of shareholding of Primetime Realtors Private Limited, a wholly owned subsidiary of the Company owning the land over which the KG Marg Project is being developed by the Company; (ii) direct sale of the KG Marg Project; or (iii) any other structure as may be agreed with the proposed buyer and approved by the Board of Directors,

as the company has been facing constraints in raising funds due to the current market environment. The efforts for alternative financing arrangement have not yielded the desired results due to the overall gloomy situation. In order to overcome such constraints, the Company had explored various options and taking into account the current market dynamics and after considering net cash inflow, valuation, economic value offered by the aforesaid transaction, it is an opportune time to divest and focus on the remaining existing and new projects. The consideration of the sale of investments as proposed would generate significant shareholder value and presents an attractive monetization opportunity to the Company which would also help reduce the debt of the Company.

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 Resolution and accordingly, the promoters and the promoter group entities shall not vote on this Resolution. The aforementioned divestment is also subject to necessary

statutory and regulatory approvals, consents from the lenders and shareholders and satisfaction of certain contractual conditions.

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 is of the opinion that the proposed divestment is in the overall best interest of the Company and recommends the ENABLING Special Resolution for the approval of the Members of the Company.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution, except Shri Pradeep Kumar Jain, Shri Sanjeev Kumar Jain, Dr. Rajeev Jain and their relatives to the extent of their directorships 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, 2018

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

27th ANNUAL GENERAL MEETING - Friday, September 28, 2018

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 27th ANNUAL GENERAL MEETING of Parsvnath Developers Limited being held on Friday, September 28, 2018 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

- 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 27th Annual General Meeting of the Company, to be held on Friday, September 28, 2018 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, 2018 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, 2018 together with the Report of the Auditors thereon.		

S. No.	Description of Resolutions	For*	Against*
2	Ordinary Resolution for re-appointment of Mr. Sanjeev Kumar Jain (DIN: 00333881), as a Director, who retires by rotation		
Special Business			
3	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 2018-19		
4	Special Resolution enabling private placement of Non- Convertible Debentures		
5	Special Resolution for disinvestment in Parsvnath Estate Developers Private Limited (PEDPL), subsidiary company		
6	Special Resolution for disinvestment in Primetime Realtors Private Limited (PRPL), subsidiary company		

Affix
Revenue
Stamp

Signed this..... day of..... 2018

Signature of Member _____

Signature of Proxy holder(s) _____

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.**
- * 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.
- 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.**

ROUTE MAP FOR AGM VENUE



