

Parsvnath Developers Ltd.

Registered Office: Parsvnath Tower, Near Shahdara Metro Station, Shahdara, Delhi 110032
Phone No.: 011-43010500-011-43050100, Fax No.: 011-43050473
CIN: L45201DL1990PLC040945 Website: www.parsvnath.com

NOTICE

NOTICE is hereby given that the **24th ANNUAL GENERAL MEETING (AGM)** of the Members of **PARSVNATH DEVELOPERS LIMITED** will be held on **Wednesday, September 30, 2015 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, 2015, 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, 2015 and the report of the Auditors thereon.
- To appoint a Director in place of Dr. Rajeev Jain (DIN: 00433463), 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 the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Rules made thereunder, as amended from time to time, M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM of the Company at a remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

SPECIAL BUSINESS

- 4. APPOINTMENT OF MS. DEEPA GUPTA (DIN: 02411637) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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 Sections 149, 150, 152 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, read with Schedule IV of the Act and Clause 49 of the Listing Agreement with the Stock Exchanges, Ms. Deepa Gupta (DIN: 02411637), who was appointed as an Additional Director (Non-Executive, Independent) pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that she meets with the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from March 30, 2015 to March 29, 2020.

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 and expedient to give effect to this resolution."

- 5. APPOINTMENT OF SHRI MAHENDRA NATH VERMA (DIN: 02931269) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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 Sections 149, 150, 152 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, read with Schedule IV of the Act and Clause 49 of the Listing Agreement with the Stock Exchanges, Shri Mahendra Nath Verma (DIN: 02931269), who was appointed as an Additional Director (Non-Executive, Independent) pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that he meets with



the criteria of independence as provided in sub section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member, under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from May 25, 2015 to May 24, 2020.

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 and expedient to give effect to this resolution.”

6. RATIFICATION OF REMUNERATION OF M/S CHANDRA WADHWA & COMPANY, COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2015-16

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, 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, 2016, 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.”

7. 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 including any Committee thereof (‘Board’), 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, 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”.

8. APPROVAL FOR PAYMENT OF REMUNERATION TO SHRI PRADEEP KUMAR JAIN, 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** subject to the requisite approval of the Central Government in pursuance of the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the payment of remuneration to Shri Pradeep Kumar Jain (DIN:00333486), Whole-time Director designated as Chairman of the Company, as per the terms and conditions as set out in the Explanatory Statement annexed to this Notice, for the Financial Year 2014-15 and onwards till the remaining tenure of his office upto February 29, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of Directors duly constituted by the Board (‘Board’) be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution, furnish any clarifications, information and to settle any question, difficulty or doubt that may arise in this regard.”



9. APPROVAL FOR PAYMENT OF REMUNERATION TO SHRI SANJEEV KUMAR JAIN, MANAGING DIRECTOR & 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 subject to the requisite approval of the Central Government in pursuance of the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the payment of remuneration to Shri Sanjeev Kumar Jain (DIN:00333881), Managing Director & CEO of the Company, as per the terms and conditions as set out in the Explanatory Statement annexed to this Notice, for the Financial Year 2014-15 and onwards till the remaining tenure of his office upto February 29, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of Directors duly constituted by the Board ('Board') be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution, furnish any clarifications, information and to settle any question, difficulty or doubt that may arise in this regard.”

10. APPROVAL FOR PAYMENT OF REMUNERATION TO DR. RAJEEV JAIN, 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 subject to the requisite approval of the Central Government in pursuance of the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the payment of remuneration to Dr. Rajeev Jain (DIN:00433463), Whole-time Director designated as Director (Marketing) of the Company, as per the terms and conditions as set out in the Explanatory Statement annexed to this Notice, for the Financial Year 2014-15 and onwards till the remaining tenure of his office upto February 29, 2016.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of Directors duly constituted by the Board ('Board') be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution, furnish any clarifications, information and to settle any question, difficulty or doubt that may arise in this regard.”

11. 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 Clause 49 (VII) of the Equity Listing Agreement and any subsequent amendments thereto read with Securities and Exchange Board of India Circular nos. CIR/CFD/ Policy Cell/2/2014 dated April 17, 2014 and CIR/CFD/Policy Cell/7/2014 dated September 15, 2014 read with the 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 and pursuant to the approval of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to all existing material related party contracts or arrangements entered into by the Company with related parties, as per details given in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT pursuant to the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges (including any amendment, modification or re-enactment thereof), 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 ₹ 1,50,000 lacs per financial year, individually and/or collectively with Related Parties, as defined under the Act and Clause 49 of Listing Agreement, 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 19, 2015

Notes:

- A. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') in respect of the businesses under Item Nos. 4 to 11 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreement entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 2, 4 and 5 of the Notice, are 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 AND THE PROXY 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 28, 2015 i.e. the record date.
- D. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (both days inclusive), in terms of the provisions of the Act and the Listing Agreement with the Stock Exchanges for the purpose of the AGM.
- E. Members holding shares as on Wednesday, September 23, 2015 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 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, 2015 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 alongwith details of name, address, folio no., number of shares held: (i) for shares held in physical form, to Link Intime India Private Limited, 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, all unclaimed/unpaid dividend, application money, principal amount of deposits and interest thereon, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, are required to be transferred to Investor Education and Protection Fund (IEPF) of the Central Government. After such transfer, no claims of the members whatsoever shall subsist on the said amount against the Company. Therefore, members who have not yet claimed their Dividend amount are requested to encash their dividend warrant(s) on priority basis within the validity period.

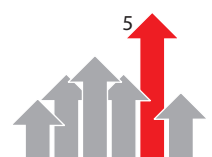
Members who have not yet encashed their dividend warrant(s) pertaining to the Dividend for the financial year 2007-08 are requested to make their claims without any delay. It may be noted that the unclaimed Dividend for the financial year 2007-08 declared by the Company on September 24, 2008 can be claimed by the shareholders latest by September 23, 2015. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

Further, the particulars of unpaid/ unclaimed dividend, principal amount of deposits and interest thereon as on September 23, 2014 i.e. date of last Annual General Meeting of the Company has been uploaded on Company's website www.parsvnath.com in compliance with the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012.

N. **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 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions proposed to be considered at the 24th 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.

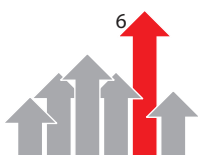
The ‘Step-by-Step’ procedure and instructions for casting your vote electronically are as under:

- (i) The voting period begins on Saturday, September 26, 2015 (10:00 a.m.) and ends on Tuesday, September 29, 2015 (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 23, 2015, 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 DPID & Client ID alongwith 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 150828080.
- (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.
 - 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) 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

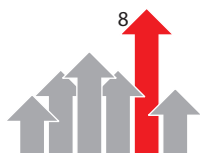
- (1) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2015.
 - (2) Dr. S. Chandrasekaran, Senior Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi (Membership No. FCS 1644), failing him Shri 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 at least 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, not later than 3 (three) days of conclusion of the meeting to the Chairman or in his absence to the Managing Director & CEO of the Company, who shall countersign the same and declare the results of the voting forthwith.
 - (4) The result declared alongwith 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 of the Company on all working days (Monday to Friday) upto the date of Annual General Meeting and will also be available for inspection at the meeting.
- P. The Annual Report of the Company for the financial year 2014-15 circulated to the Members of the Company will also be made available on the Company's website www.parsvnath.com.
- Q. **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 24TH ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT)

| Name of Director | Dr. Rajeev Jain (DIN: 00433463) | Ms. Deepa Gupta (DIN: 02411637) | Shri Mahendra Nath Verma (DIN: 02931269) |
|--|---|--|--|
| Date of Birth | March 1, 1973 | July 30, 1964 | November 9, 1946 |
| Age | 42 | 51 | 68 |
| Date of Appointment | July 10, 1999 | March 30, 2015 | May 25, 2015 |
| Qualification(s) | Qualified Medical Practitioner having graduated with M.B.B.S degree from J.N. College, Wardha, Nagpur University | Qualified Chartered Accountant, Bachelor of Law Degree and Master's degree in Business Administration | Bachelor of Arts (Hons.) degree in Economics followed by Master's Degree in Economics (M.Com.) from Banaras Hindu University. Bachelor's Degree in Law (LL.B – Business Law) and Master's Degree in Law (LL.M –International Law) from Banaras Hindu University. |
| Number of Shares held | 16,000 | NIL | NIL |
| Expertise in specific functional areas | Head of Marketing and Commercial/CRM departments of the Company | Currently Senior Partner in Yogesh & Jain, Chartered Accountants. She is also a speaker, writer and contributor in various Fora, having specialisation in the area of Corporate Social Responsibility and Corporate Governance | Currently, Chairman of the Board of Directors of Delhi Stock Exchange and Senior Advisor at KPMG, New Delhi. He is a Retired Civil Servant from Indian Revenue Service. He has held various positions in Income Tax Department for more than three decades and has retired as Chief Commissioner of Income Tax, Rajasthan. He has worked as a Chief Economist with Bajaj Capital Limited and consultant to United Nations and had been a Member, Board of Governors, Dyal Singh College, Delhi University. He is an income-tax expert and a prolific writer who has to his credit various publications/ thesis papers. |
| Other Directorship(s) | Amazon India Ltd. Parsvnath Film City Ltd. PDL Assets Ltd. Parsvnath Realty Ventures Ltd. Parsvnath Telecom Pvt. Ltd. Parsvnath Landmark Developers Pvt. Ltd. Meghraj Buildtech Pvt. Ltd. Meghraj Healthcare Pvt. Ltd. | NIL | Chairman of the Board of Directors of Delhi Stock Exchange Limited. |
| Committee Positions in other Public Companies # | NIL | NIL | Chairman- Audit Committee - Delhi Stock Exchange Limited |
| Relationships between Directors inter-se | Shri Pradeep Kumar Jain, Chairman, Shri Sanjeev Kumar Jain, Managing Director & Chief Executive Officer and Dr. Rajeev Jain are related to each other as Brothers | None | None |

Committee positions of only Audit and Stakeholders Relationship Committee are included.



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

Item Nos. 4 & 5:

The Board of Directors of the Company has, pursuant to the provisions of Companies Act, 2013 read with relevant Rules made thereunder and clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Ms. Deepa Gupta and Shri Mahendra Nath Verma as Additional Directors (Non-Executive, Independent) on March 30, 2015 and May 25, 2015 respectively till the date of ensuing Annual General Meeting. Their appointment shall be effective upon approval by the members in the Annual General Meeting.

The Nomination and Remuneration Committee of the Board of Directors has recommended the appointment of these directors as Independent Directors for a term of 5 (five) consecutive years.

Ms. Deepa Gupta and Shri Mahendra Nath Verma, Non-Executive, Independent Directors of the Company, have confirmed that they are not disqualified in terms of Section 164 of the Companies Act, 2013.

They have also given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, both of them fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

The Company has received notices in writing from a member alongwith the deposit of requisite amount of ₹ 1,00,000/- each under Section 160 of the Companies Act, 2013 proposing their candidature for the office of Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays & Sundays.

The Board commends the Ordinary Resolutions set out at Item No. 4 and 5 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Ms. Deepa Gupta and Shri Mahendra Nath Verma and their relatives, is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at Item No. 4 and 5 respectively of the Notice.

Item No. 6:

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, 2016 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. 6 of the Notice for confirmation and ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board commends the Ordinary Resolution set out at Item No. 6 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. 6 of the Notice.

Item No. 7:

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) Regulation 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. 7.

The Directors commend the Special Resolution at Item No. 7 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. 7 of the Notice.

Item Nos. 8 to 10:

The Company has paid remuneration to its Whole-time Directors and Managing Director for the period from



April 1, 2014 to March 31, 2015 in terms of the approval of Members granted by way of Ordinary Resolutions passed by way of postal ballot process, result of which was declared on April 8, 2011 and as approved by the Nomination and Remuneration Committee (formerly

known as Remuneration Committee) and by the Board of Directors.

The maximum limit of remuneration approved by the Members of the Company vide postal ballot on April 8, 2011 is as under:

| Shri Pradeep Kumar Jain | Shri Sanjeev Kumar Jain | Dr. Rajeev Jain |
|--|---|---|
| Salary, Perquisites & Allowances: Not exceeding ₹ 800 Lacs per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases | Salary, Perquisites & Allowances: Not exceeding ₹ 360 Lacs per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases. | Salary, Perquisites & Allowances: Not exceeding ₹ 240 Lacs per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases. |

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 25, 2015 have, subject to the approval of members of the Company and Central Government, approved the payment of remuneration to its managerial personnel, as per the terms and conditions as set out under the details in Section II, Part II of Schedule V to the Companies Act, 2013 as shown below, for the Financial Year 2014-15 and onwards till the remaining tenure of their respective offices i.e. upto February 29, 2016, notwithstanding the fact that such remuneration exceeds the limits specified under Schedule V to the Companies Act, 2013, which is much lower than the ceiling approved by the Members of the Company on April 8, 2011 and is voluntarily accepted by the Whole-time Directors and Managing Director with the approval of Nomination and Remuneration Committee, in view of the difficult times being faced by the real estate industry.

SECTION II, PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

| I. 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 2013-14 and 2014-15 are provided in the Annual Report of the Company for the Financial Year ended March 31, 2015. |
| 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, 2015. |



| 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 01, 2002. |
| Recognition or awards | | | | | |
| Job profile and suitability | | | | | |
| Past remuneration | Particulars | Shri Pradeep Kumar Jain (Chairman) | Shri Sanjeev Kumar Jain (Managing Director & CEO) | Dr. Rajeev Jain (Director Marketing) | |
| | Salary | | | | |
| | ₹/per month | 30,00,000 | 11,00,000 | 8,00,000 | |
| | ₹ 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 | |

| Remuneration proposed | ₹ 360 Lakhs p.a. | ₹ 132 Lakhs p.a. | ₹ 96 Lakhs p.a. |
|---|--|------------------|-----------------|
| 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. 61 of the financial statements. Further, they are related to each other as brothers. | | |

| III. OTHER INFORMATION: | |
|---|---|
| Reasons of loss or inadequate profits | Pursuant to an Arbitration Award dated January 9, 2015 passed by the Hon'ble Sole Arbitrator in the matter of disputes between the Company and Chandigarh Housing Board (CHB) in respect of a residential-cum-commercial project at Chandigarh and accepted by both the parties, the Company has surrendered the project to CHB. The loss of ₹ 46,971.24 Lacs arising out of the said transaction has been written off and shown under "Exceptional items" in the financial statements. Accordingly, the Company has incurred a net loss of ₹ 8,766.06 Lacs during Financial Year ended March 31, 2015, on stand-alone basis. |
| Steps taken or proposed to be taken for improvement | The Company is expected to perform well as the loss incurred during the financial year 2014-15 was due to exceptional items, which may not recur. |
| Expected increase in productivity and profits in measurable terms | The Company has performed better in the financial year 2014-15 as compared to the earlier years on various financial parameters except for the loss incurred as a result of exceptional items as aforesaid. |



| IV. DISCLOSURES: | | | | |
|--|---|---|--|---|
| All elements of remuneration package such as salary, 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) |
| | Salary | | | |
| | ₹/per month | 30,00,000 | 11,00,000 | 8,00,000 |
| | ₹ 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 |
| Details of fixed component and performance linked incentives along with the performance criteria | N.A. 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 for a period of five years from respective dates of their re-appointment i.e. March 1, 2011 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. | | | |

None of the Directors or key managerial personnel of the Company or their relatives except the aforesaid Whole-time Directors and Managing Director, is in any way concerned or interested in the proposed resolution.



Item No. 11:

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 costs, etc. are also entered into by the Company.

In terms of Clause 49(VII) of the Listing Agreement read with Clause 4.2 of the Securities and Exchange Board of India circular no. CIR/CFD/ Policy Cell/2/2014 dated April 17, 2014, all existing material related party contracts or arrangements (in excess of 10% of consolidated turnover of the Company as per the last audited financial statements) as on the date of the said circular, which are continuing beyond 31st March, 2015 are required to be approved by the shareholders by way of special resolution except transactions with 100% owned subsidiary(ies) whose accounts are consolidated with the Company and are placed before the shareholders for approval.

Accordingly, the Audit Committee and the Board of Directors (the Board) of the Company have at their respective meetings held on August 05, 2015 noted that the Company has existing and continuing contracts/ arrangements in the ordinary course of business relating to transfer of rights, development agreements, leasing of premises, management services, construction costs, sale/purchase of goods/ material/ properties, providing security(ies) and corporate guarantee(s) to secure the borrowings and other facilities being availed by subsidiary(ies)/joint venture(s) / associate(s) and vice-versa, availing security in the form of pledge of equity shares held by promoters/ promoter group of the Company, availing personal guarantee from the Managing and Whole-time Directors for business/credit facilities including debentures taken by the Company from various term lending institutions, banks, NBFCs and bodies corporate etc. with its related parties as defined in Clause 49 of Listing Agreement, Section 2 (76) of the Act and under the applicable accounting standards, which have continued to exist beyond 31st March, 2015 and has recommended the same for approval of members.

Further, 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. 61 of the financial statements, which may exceed the materiality threshold by an amount not exceeding an aggregate value of ₹ 150,000 lacs 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 Clause 49 (VII) (E) of the Equity Listing Agreement, 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 5,600 equity shares in Parasnath And Associates Private Limited, 8,70,180 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.

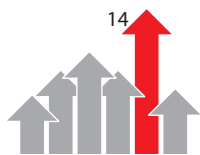
None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 11, except Shri Pradeep Kumar Jain, Shri Sanjeev Kumar Jain, Dr. Rajeev Jain and their relatives to the extent of their directorship and shareholding.

The Board commends the special resolution as set out at Item No.11 of the accompanying Notice for the approval of the members by way of a special resolution in terms of Section 188 (3) of the Act and Clause 49 (VII) (E) of the Equity Listing Agreement.

**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 19, 2015



Parsvnath Developers Ltd.

Registered Office: Parsvnath Tower, Near Shahdara Metro Station, Shahdara, Delhi 110032
Phone No.: 011-43010500-011-43050100, Fax No.: 011-43050473
CIN: L45201DL1990PLC040945 Website: www.parsvnath.com

ATTENDANCE SLIP

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting Hall.

I hereby record my presence at the 24th ANNUAL GENERAL MEETING of Parsvnath Developers Limited convened and held on Wednesday, September 30, 2015 at 3.30 p.m. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003.

Full name of the Member (in block letters)

Signature

Folio No. _____

DP ID No. _____

Client ID No. _____

No. of shares _____

Full name of the Proxy (in block letters)

Signature

Notes:

1. Member/Proxy holder wishing to attend the Meeting must bring the Attendance Slip at the Meeting.
2. Member/Proxy holder desiring to attend the Meeting should bring his/her copy of the Annual Report for reference at the Meeting.



Parsvnath Developers Ltd.

Registered Office: Parsvnath Tower, Near Shahdara Metro Station, Shahdara, Delhi 110032
Phone No.: 011-43010500-011-43050100, Fax No.: 011-43050473
CIN: L45201DL1990PLC040945 Website: www.parsvnath.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|------------------------------|--|
| Name of the Member (s) | |
| Registered Address | |
| E-mail Id | |
| Folio No./ DP Id & Client Id | |

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. Name: E-mail Id:
Address:
Signature:
or failing him/ her
2. Name: E-mail Id:
Address:
Signature:
or failing him/ her
3. Name: E-mail Id:
Address:
Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015 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, 2015, 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, 2015 and the report of the Auditors thereon. | | |



| S. No. | Description of Resolutions | For* | Against* |
|-------------------------|---|------|----------|
| 2 | Ordinary Resolution for re-appointment of Dr. Rajeev Jain as a Director, who retires by rotation | | |
| 3 | Ordinary Resolution for re-appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration | | |
| Special Business | | | |
| 4 | Ordinary Resolution for appointment of Ms. Deepa Gupta as an Independent Director of the Company for a term of 5 consecutive years | | |
| 5 | Ordinary Resolution for appointment of Shri Mahendra Nath Verma as an Independent Director of the Company for a term of 5 consecutive years | | |
| 6 | Ordinary Resolution for ratification of remuneration of M/s Chandra Wadhwa & Company, Cost Accountants, Cost Auditors of the Company for the Financial Year 2015-16 | | |
| 7 | Special Resolution enabling private placement of Non- Convertible Debentures | | |
| 8 | Special Resolution for approval for payment of remuneration to Shri Pradeep Kumar Jain, Whole-time Director designated as Chairman of the Company | | |
| 9 | Special Resolution for approval for payment of remuneration to Shri Sanjeev Kumar Jain, Managing Director & CEO of the Company | | |
| 10 | Special Resolution for approval for payment of remuneration to Dr. Rajeev Jain, Whole-time Director designated as Director (Marketing) of the Company | | |
| 11 | Special Resolution for approval for material transactions with related parties | | |

Signed this..... day of..... 2015

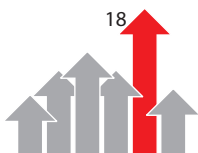
Signature of Member _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Notes:

- 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.**
- * 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



