

**Scrutinizer's Report on remote e-voting and voting at the Annual General meeting**

To,

**The Chairman**

24<sup>th</sup> Annual General Meeting of the Equity Shareholders

**Parsvnath Developers Limited**

Date of Meeting: September 30, 2015

Time of Meeting: 03:30 P.M.

Venue of the Meeting: Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003

Dear Sir,

I, Dr. S. Chandrasekaran, Partner of M/s Chandrasekaran Associates, having its office at 11F, Pocket IV, Mayur Vihar Phase-I, New Delhi-110091, was appointed as Scrutinizer of M/s. Parsvnath Developers Limited ("**Company**") for remote e-voting ("**e-Voting**") and Ballot / Poll Voting at the 24<sup>th</sup> Annual General Meeting ("**AGM**") held on **September 30, 2015** in respect of the below mentioned resolutions considered at AGM of the Equity Shareholders of the Company.

The Notice dated August 19, 2015 convening the AGM along with the explanatory statement setting out material facts under Section 102 of the Companies Act 2013 ("**Act**") was sent to the shareholders in respect of the below mentioned resolutions Considered at AGM of the Equity Shareholders of the Company.

The Company has availed the remote e-voting facilities offered by Central Depository Services (India) Limited ("**CDSL**") to the shareholders of the Company.

The remote e-voting period remain opened from Saturday, September 26, 2015 (10:00 a.m.) and end on Tuesday, September 29, 2015 (5:00 p.m.)

The shareholders holding shares as on Wednesday, September 23, 2015 (Cut-off date) were entitled to vote on the proposed resolutions as set out in the Notice of the AGM of the Company.

The votes were unblocked on Wednesday, the September 30, 2015 around 07:54 p.m. in the presence of two witnesses, Mr. Hitesh Kumar Drolia, R/o, E-2/16, Shastri Nagar, New Delhi-110052 and Mr. Abhishek Thakur R/o C-13, Indira Puri, Loni, Ghaziabad, UP-201102 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Hitesh*

Name: Hitesh Kumar Drolia

*Abhishek*

Name: Abhishek Thakur

Further, the Chairman announced poll at the AGM for the Shareholders who have attended the meeting and have not cast their vote through e-voting.

**For Parsvnath Developers Ltd.**

*[Signature]*

**Chairman/Director**



After the time fixed for closing of the poll by the Chairman i.e. between 04:00 P.M. to 5:00P.M., ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/s. Link Intime India Private Limited, Registrar and Transfer Agent of the Company and the authorization/proxies lodged with the Company. The votes which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The result of the Remote e-voting as well as physical ballot is as under:

**Resolution-1** To receive, consider and adopt: **(Ordinary Resolution)**

- (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.

(a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023859	129	369021545	100.00
Physical Ballot	111	9570	9470	103	9430	99.58
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033329</b>	<b>232</b>	<b>369030975</b>	<b>100.00</b>

(b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023859	11	2314	0.00
Physical Ballot	111	9570	9470	1	40	0.42
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033329</b>	<b>12</b>	<b>2354</b>	<b>0.00</b>

**For Parsvnath Developers Ltd.**

*[Signature]*

Chairman/Director



(c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	5
Physical Ballot	7	100
<b>Total</b>	<b>8</b>	<b>105</b>

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

(a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	125	369020285	100.00
Physical Ballot	111	9570	9470	102	9172	96.85
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>227</b>	<b>369029457</b>	<b>100.00</b>

(b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	16	3579	0.00
Physical Ballot	111	9570	9470	2	298	3.15
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>18</b>	<b>3877</b>	<b>0.00</b>

(c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	7	100
<b>Total</b>	<b>7</b>	<b>100</b>

For Parsvnath Developers Ltd.



Chairman/Director



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**Resolution-3** To Appoint M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration. **(Ordinary Resolution)**

(a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	126	369020385	100.00
Physical Ballot	111	9570	9470	103	9370	98.94
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>229</b>	<b>369029755</b>	<b>100.00</b>

(b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	15	3479	0.00
Physical Ballot	111	9570	9470	1	100	2.09
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>16</b>	<b>3579</b>	<b>0.00</b>

(c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	7	100
<b>Total</b>	<b>7</b>	<b>100</b>

**Resolution-4** Appointment of Ms. Deepa Gupta (DIN:02411637) as an Independent Director of the Company for a term of 5 consecutive years. **(Ordinary Resolution)**

(a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	125	369019685	100.00
Physical Ballot	111	9570	9470	102	9172	96.85
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>227</b>	<b>369028857</b>	<b>100.00</b>

For **Parsvnath Developers Ltd.**

  
Chairman/Director



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## (b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	16	4179	0.00
Physical Ballot	111	9570	9470	2	298	3.15
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>18</b>	<b>4477</b>	<b>0.00</b>

## (c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	7	100
<b>Total</b>	<b>7</b>	<b>100</b>

**Resolution-5** Appointment of Shri Mahendra Nath Verma (DIN: 02931269) as an Independent Director of the Company for a term of 5 consecutive years. **(Ordinary Resolution)**

## (a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	122	369019405	100.00
Physical Ballot	111	9570	9470	101	9072	95.80
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>223</b>	<b>369028477</b>	<b>100.00</b>

## (b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	19	4459	0.00
Physical Ballot	111	9570	9470	3	398	4.20
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>22</b>	<b>4857</b>	<b>0.00</b>

For **Parsvnath Developers Ltd.**

*[Signature]*  
Chairman/Director



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## (c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	7	100
<b>Total</b>	<b>7</b>	<b>100</b>

**Resolution-6** Ratification of remuneration of M/s Chandra Wadhwa & Company, Cost Accountants, Cost Auditors of the Company for the Financial Year 2015-16. **(Ordinary Resolution)**

## (a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023664	126	369020341	100.00
Physical Ballot	111	9570	9470	101	9072	95.80
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033134</b>	<b>227</b>	<b>369029413</b>	<b>100.00</b>

## (b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023664	14	3323	0.00
Physical Ballot	111	9570	9470	3	398	4.20
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033134</b>	<b>17</b>	<b>3721</b>	<b>0.00</b>

## (c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	200
Physical Ballot	7	100
<b>Total</b>	<b>8</b>	<b>300</b>

For **Parsvnath Developers Ltd.**

  
Chairman/Director



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**Resolution-7** Private Placement of Non-Convertible Debentures. **(Special Resolution)**

(a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	124	369020641	100.00
Physical Ballot	111	9570	9470	101	9072	95.80
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>225</b>	<b>369029713</b>	<b>100.00</b>

(b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	17	3223	0.00
Physical Ballot	111	9570	9470	3	398	4.20
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>20</b>	<b>3621</b>	<b>0.00</b>

(c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	7	100
<b>Total</b>	<b>7</b>	<b>100</b>

**Resolution-8** Approval for payment of remuneration to Shri Pradeep Kumar Jain, Whole-time Director designated as Chairman of the Company: **(Special Resolution)**

(a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023859	121	369020253	100.00
Physical Ballot	111	9570	9470	101	9072	95.80
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033329</b>	<b>222</b>	<b>369029325</b>	<b>100.00</b>

For **Parsvnath Developers Ltd.**


Chairman/Director



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## (b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023859	19	3606	0.00
Physical Ballot	111	9570	9470	3	398	4.20
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033329</b>	<b>22</b>	<b>4004</b>	<b>0.00</b>

## (c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	1	5
Physical Ballot	7	100
<b>Total</b>	<b>8</b>	<b>105</b>

**Resolution-9** Approval for payment of remuneration to Shri Sanjeev Kumar Jain, Managing Director & CEO of the Company. **(Special Resolution)**

## (a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	126	369020385	100.00
Physical Ballot	111	9570	9470	101	9072	95.80
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>227</b>	<b>369029457</b>	<b>100.00</b>

## (b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	15	3479	0.00
Physical Ballot	111	9570	9470	3	398	4.20
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>18</b>	<b>3877</b>	<b>0.00</b>

**For Parsvnath Developers Ltd.**

*[Signature]*

Chairman/Director



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## (c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	7	100
<b>Total</b>	<b>7</b>	<b>100</b>

**Resolution-10** Approval for payment of remuneration to Dr. Rajeev Jain, Whole-time Director designated as Director (Marketing) of the Company. **(Special Resolution)**

## (a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	120	369020033	100.00
Physical Ballot	111	9570	9470	101	9072	95.80
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>221</b>	<b>369029105</b>	100.00

## (b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	369023864	21	3831	0.00
Physical Ballot	111	9570	9470	3	398	4.20
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>369033334</b>	<b>24</b>	<b>4229</b>	0.00

## (c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	0	0
Physical Ballot	7	100
<b>Total</b>	<b>7</b>	<b>100</b>

For **Parsvnath Developers Ltd.**

  
Chairman/Director



**Resolution-11** Approval for material transactions with related parties. **(Special Resolution)**

(a) Voted in favour of the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in favour of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	50006722	93	47662834	95.31
Physical Ballot	111	9570	9470	101	9072	95.80
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>50016192</b>	<b>194</b>	<b>47671906</b>	<b>95.31</b>

(b) Votes against the resolution:

Particulars	Number of members voted	Total Number of shares held by them	Total Number of valid votes	Number of members voted in against of Resolution	Number of votes cast by them	% of total number of valid votes cast
e-Voting	141	369023864	50006722	32	2343888	4.69
Physical Ballot	111	9570	9470	3	398	4.20
<b>Total</b>	<b>252</b>	<b>369033434</b>	<b>50016192</b>	<b>35</b>	<b>2344286</b>	<b>4.69</b>

(c) Invalid votes:

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast by them
e-Voting	16*	319017142*
Physical Ballot	7	100
<b>Total</b>	<b>23</b>	<b>319017242</b>

\*Promoters and the promoter group entities of the Company, being related party have not cast their votes on this resolution.

2. The Registers, all other papers and relevant records relating to electronic voting and physical ballot have been handed over to the Company Secretary of the Company.

Thanking you,

Yours faithfully,

**Dr. S. Chandrasekaran**  
Senior Partner,  
Chandrasekaran Associates  
Practicing Company Secretaries

Place: Delhi  
Date: 03.10.2015



**For Parsvnath Developers Ltd.**

*[Signature]*  
Chairman/Director

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