

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 **30TH ANNUAL GENERAL MEETING ("AGM")** of the Members of **PARSVNATH DEVELOPERS LIMITED** will be held on **THURSDAY, SEPTEMBER 30, 2021 at 11:30 A.M.** through **VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM")**, to transact the following businesses:

ORDINARY BUSINESS**1. CONSIDERATION AND ADOPTION OF FINANCIAL STATEMENTS**

- (a) To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and Auditors thereon; and
- (b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of the Auditors thereon.

2. RE-APPOINTMENT OF DIRECTOR

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

3. APPOINTMENT OF AUDITORS

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

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s T R Chadha & Co. LLP, Chartered Accountants (Firm Registration No. 006711N/N500028) be and are

hereby appointed as the Statutory Auditors of the Company, in place of the retiring Auditors viz. M/s S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/N500045), to hold office for a term of five consecutive years from the conclusion of this 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting on such terms and remuneration, as agreed upon between the Audit Committee/Board of Directors and the Auditors."

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

SPECIAL BUSINESS**4. RATIFICATION OF REMUNERATION OF M/S CHANDRA WADHWA & CO., COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY, FOR THE FINANCIAL YEAR 2021-22**

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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration as set out in the Explanatory Statement annexed to this Notice payable 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 2021-22, be and is hereby noted, ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Audit Committee of the Board, be and is hereby authorized to do all such acts, deeds and things and



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

5. APPOINTMENT OF MR. SUBHASH CHANDER SETIA (DIN:01883343) 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 all other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Subhash Chander Setia (DIN: 01883343) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors with effect from June 30, 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member 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 18 months commencing with effect from June 30, 2021 to December 29, 2022.

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

6. APPOINTMENT OF DR. RAKSHITA SHARMA (DIN: 08579771) 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 all other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors)

Rules, 2014 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Rakshita Shharma (DIN: 08579771) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors with effect from June 30, 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member 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 18 months commencing with effect from June 30, 2021 to December 29, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper and 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 all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) 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 to ₹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.

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 under each tranche, tenure, coupon rate(s), pricing of the issue, listing of issue, appointment of trustee(s), appointment of registered valuer(s), other professionals, opening/closing dates of the offers/ invitations for subscription for such securities, deemed date(s) of allotment, redemption and other terms and conditions relating to issue of said NCDs on private placement basis.

RESOLVED FURTHER THAT the Board be and is hereby

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

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

Sd/-

(Mandan Mishra)

Company Secretary

Membership No. A14374

Place: Delhi

Date: August 24, 2021

NOTES:

- A. In view of the on-going COVID-19 pandemic, the Ministry of Corporate Affairs ("**MCA**") and Securities and Exchange Board of India ("**SEBI**") have issued various Circulars for permitting companies to conduct AGM through VC/ OAVM, subject to compliance of various conditions mentioned therein, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("**Act**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the aforesaid Circulars, the AGM of the Company will be held through VC/ OAVM. The deemed venue of the AGM will be the Registered Office of the Company.
- B. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM will be held through VC/OAVM pursuant to the aforesaid Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are also not annexed to this Notice.
- C. As the AGM will be held through VC/OAVM, the Route Map of the venue of the meeting is not annexed to this Notice
- D. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM, as per Section 103 of the Act.
- E. The relevant Explanatory Statement, pursuant to Section 102 of the Act, in respect of the special items of businesses contained in the Notice, is annexed hereto and forms part of this notice. The information/ details, required under SEBI Listing Regulations and Secretarial Standard on General Meetings ("**SS-2**"), of Dr. Rajeev Jain, Mr. Subhash Chander Setia and Dr. Rakshita Shharma seeking appointment / re-appointment as Directors, is also annexed.
- F. The Company has changed its Registrar and Share Transfer Agent ("**RTA**") from Link Intime India Private Limited to Mas Services Limited, having its office at T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi - 110020, Phone No.: 011-26387281/82/83, Fax No. : 011-26387384, E-mail: investor@masserv.com, website: www.masserv.com
- G. In compliance with the aforesaid Circulars, the Annual Report 2020-21 and the Notice of the 30th AGM (containing the instructions for e-voting) are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the aforesaid Notice and Annual Report will also be available on the Company's website i.e. www.parsvnath.com, website of BSE Limited at www.bseindia.com and website of National Stock Exchange of India Limited at www.nseindia.com and on the e-voting website of National Securities Depository Limited ("**NSDL**") (agency for providing the e-Voting facility) at www.evoting.nsdl.com
- H. The Notice of 30th AGM and the Annual Report 2020-21 will be sent through e-mail to those Members/ beneficial owners whose names will appear in the register of Members/ list of beneficiaries received from the Depositories as on Friday, September 3, 2021.



- I. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive), for the purpose of AGM.
- J. The Shareholders / Members of the Company, holding shares either in physical form or in dematerialized form, whose names appear in the Register of Members / list of Beneficial Owners as on the cut-off date i.e. Thursday, September 23, 2021 i.e. the date prior to the commencement of book closure date, are entitled to vote by electronic means on the Resolutions set forth in this Notice. Members who acquire the shares of the Company after the Company has e-mailed the Notice of the AGM alongwith the Annual Report and who holds shares as on the cut-off date i.e. Thursday, September 23, 2021 may approach NSDL by sending a request at evoting@nsdl.co.in and RTA of the Company by sending a request at investor@masserv.com with copy marked to secretarial@parsvnath.com for issuance of the User ID and Password for exercising their right to vote by electronic means.
- K. Regulation 36 of SEBI Listing Regulations directs Listed Companies to send soft copies of the Annual Report to those shareholders who have registered their e-mail addresses with the Company / Depositories. Sections 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and the Companies (Accounts) Rules, 2014, as amended from time to time, permit prescribed Companies to send notice and financial statements through electronic mode. In view of the same, Members holding shares in dematerialized form are requested to update/ intimate all changes pertaining to their e-mail address, Mobile No., bank accounts, mailing address etc. with their Depository Participants and in case of Members holding shares in physical form, with the RTA of the Company. 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.
- 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 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 the various circulars issued by MCA and SEBI allowing paperless compliances through electronic mode, only soft copy of the Annual Report for the Financial Year ended March 31, 2021 along with the Notice of 30th AGM is being sent to all the Members whose e-mail addresses are registered with the Company / Depositories. In this regard, Members holding shares in demat mode are requested to provide/ update their e-mail IDs with their respective Depository Participants (DPs) and Members holding Shares in physical mode can send an e-mail at investor@masserv.com to get the Annual Report and other documents/communication on such e-mail address. Please note that the Company will not be dispatching physical copy of the Annual Report 2020-21 and Notice of 30th AGM, to any Member.
- M. Members having multiple accounts in identical names or joint accounts in same order are requested to intimate the Company / RTA of the Company, the ledger folios of such accounts, to enable the Company to consolidate all such shareholdings into one account.
- N. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote on the resolutions to be passed at the AGM.
- O. In accordance with the provisions of Section 72 of the Act, Members are entitled to make nominations in respect of the Equity Shares held by them. Members, holding Equity Shares in physical form, who are desirous of making nominations may procure the prescribed form from RTA of the Company and submit the same, duly filled in.
- P. SEBI has mandated the submission of Permanent Account Number ("**PAN**") by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company/RTA of the Company.
- Q. The Shares of the Company are compulsorily traded in demat mode. Further, SEBI has also mandated transfer of securities in demat mode only and accordingly, the Company will not be able to accept requests for transfer of shares held in physical mode. Hence, the Members who are still holding physical Share Certificates are advised to get their shares dematerialized.

- R. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All the documents referred to in the AGM Notice will also be made available for inspection, electronically, without any fee by the Members, from the date of circulation of this Notice upto the date of AGM. Members seeking inspection of such documents can send an e-mail to secretarial@parsvnath.com
- S. Members seeking any information are requested to write to the Company atleast ten days before the date of the AGM.
- T. Pursuant to the relevant provisions of the Act read with Rules made thereunder, as amended from time to time, the Company was not required to transfer any amount to Investor Education and Protection Fund (“**IEPF**”) established by the Central Government, during Financial Year 2020-21.
- U. Pursuant to MCA Notification dated August 14, 2019 (effective from August 20, 2019), an amendment was made in Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“**IEPF Rules**”) whereby it was clarified that all shares in respect of which dividend has been transferred to IEPF on or before September 7, 2016, are also required to be transferred by the Company in the demat account of the IEPF Authority. Accordingly, the Company has transferred the unclaimed IPO Shares and the Shares whose dividend has been transferred to IEPF in the Financial Years 2014 and 2015, declared in respect of Financial Years 2006-07 and 2007-08 respectively, to IEPF, after completing all the requisite formalities relating thereto, as per the provisions of Section 124(6) and other applicable provisions of the Act read with IEPF Rules.

Those concerned may please note that such shares and unclaimed dividend can be claimed back from IEPF Authority. Concerned Members/ Investors are advised to visit the web-link : <http://www.iepf.gov.in/IEPF/refund.html> or contact the RTA of the Company for lodging their claim for refund of shares and/ or dividends from the IEPF Authority by following the prescribed procedure i.e. by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed, to the Nodal Officer of the Company viz. Mr. Mandan Mishra, at the Registered Office of the Company along with the requisite documents enumerated

in Form IEPF-5. No claim lies against the Company in respect of the shares/ unclaimed dividend transferred to IEPF.

The list of such shareholders whose shares have been transferred to the Demat account of the IEPF Authority including their names and their Folio No. or DP ID – Client ID has been uploaded under the ‘Investors’ Section of the Company’s website at link <http://www.parsvnath.com/investors/iulr/iepf/>

V. Voting through electronic means

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SS-2, read with various Circulars issued by MCA and SEBI, the Company is pleased to provide the Members the facility to exercise their right to vote on resolutions proposed to be considered at the 30th AGM by electronic means as the business will only be transacted electronically.

The facility of casting the votes by the Members using an electronic voting system prior to the AGM (“**Remote e-voting**”) and e-voting during AGM will be provided by National Securities Depository Limited (“**NSDL**”).

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 during AGM.

Mr. Ashok Tyagi, Practising Company Secretary (Membership No. FCS 2968 and C.P. No. 7322), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer, after the completion of the scrutiny of the e-voting (votes casted through remote e-voting prior to the AGM and votes casted during AGM), shall submit a consolidated Scrutinizer’s Report of the votes cast, in favour or against, 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 2 working days from the conclusion of the AGM.

The result declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website i.e. www.parsvnath.com and on the e-voting website of NSDL (agency for providing the e-voting facility) i.e. www.evoting.nsdl.com and shall also be displayed on the notice board of the Company at its registered office. The same will also be communicated to



the Stock Exchanges, as per the provisions of the SEBI Listing Regulations.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

INSTRUCTIONS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING AGM ARE AS UNDER:

The remote e-voting period will commence on Monday, September 27, 2021 (9:00 a.m.) and will end on Wednesday, September 29, 2021 (5:00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Thursday, September 23, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, September 23, 2021.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, e-Voting is enabled to all demat account holders, by way of single log-in credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with E-voting Service Providers. Shareholders are required to update their mobile number and e-mail ID correctly in their demat accounts in order to access the e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Log-in Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be re-directed to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Type of shareholders	Log-in Method
	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their User Id and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to log-in to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful log-in of Easi/Easiest, the user will also be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail Id as recorded in the demat account. After successful authentication, user will be provided link for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) log-in through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon login, you will be able to see e-Voting option. Click on e-Voting option, you will be re-directed to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above-mentioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to log-in through Depository i.e. NSDL and CDSL

Log-in type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in log-in can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in log-in can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS log-in. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number i.e. 117337 followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to log-in and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**
- 6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based log-in for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful log-in at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate option i.e. assent or dissent, verify/modify the number of shares for which

you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote on the Resolutions specified in the Notice, electronically. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail (through its registered e-mail address) to atyagi53@gmail.com, with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log-in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy



- of Aadhar Card) by e-mail to RTA of the Company at investor@masserv.com with a copy marked to the Company at secretarial@parsvnath.com
- In case shares are held in demat mode, please provide 16 digit DP ID + Client ID or 16 digit beneficiary ID, Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA of the Company at investor@masserv.com with a copy marked to the Company at secretarial@parsvnath.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the log-in method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
 - In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat accounts in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The contact details for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same as mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful log-in, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views/have questions may send their questions in advance, mentioning their name, demat account number/folio number, e-mail id, mobile number, at secretarial@parsvnath.com. The same will be replied by the Company suitably.

7. Members who would like to speak or ask questions during the AGM with regard to the financial statements or any other matter as mentioned in the Notice of the AGM, need to register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio number, PAN, telephone/ mobile

number to reach the Company's e-mail address at secretarial@parsvnath.com by Tuesday, September 28, 2021 up to 4.00 P.M. Only those Members who have registered themselves as a speaker will be allowed to speak/ ask questions during the AGM, depending on the availability of time.

BRIEF DETAILS OF DR. RAJEEV JAIN, DIRECTOR SEEKING RE-APPOINTMENT AT THE 30TH AGM (PURSUANT TO THE APPLICABLE PROVISIONS OF THE SEBI LISTING REGULATIONS AND SS-2):

Item No. 2

Name of Director & DIN	Dr. Rajeev Jain (DIN: 00433463)
Date of Birth	March 1, 1973
Age	48
Qualification(s)	Qualified Medical Practitioner having graduated with M.B.B.S degree from J.N. Medical College, Wardha, Nagpur University.
Date of first Appointment on the Board	July 10, 1999
Experience and Expertise in specific functional areas	More than 2 decades experience in the real estate sector. He was appointed as a Director w.e.f. July 10, 1999 and was subsequently appointed as Whole-time Director w.e.f. January 1, 2002. Heads the Marketing and Commercial/ CRM departments of the Company.
Terms and conditions of Re-appointment	N.A.
Details of Remuneration sought to be paid	Nil
Last Remuneration drawn (Financial Year 2020-21)	Nil
Number of Shares held including shareholding as a beneficial owner	16,000
Other Directorship(s)	<ul style="list-style-type: none"> • Parsvnath Film City Limited • PDL Assets Limited • Parsvnath Realty Ventures Limited • Parsvnath Telecom Private Limited • Meghraj Buildtech Private Limited • Meghraj Healthcare Private Limited
Committee Positions in other Public Companies	Nil
Other Listed entities in which the person holds Directorship and Membership of Committees of the Board	Nil
Relationships between Directors inter-se	Mr. Pradeep Kumar Jain, Chairman, Mr. Sanjeev Kumar Jain, Managing Director & Chief Executive Officer and Dr. Rajeev Jain, Director (Marketing) are related to each other as brothers.
Number of Board Meetings attended (during Financial Year 2020-21)	5(Five)

**EXPLANATORY STATEMENT****Item No. 3**

As per the provisions of Companies Act, 2013 read with rules made thereunder, M/s S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/ N500045) had been appointed as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of 25th AGM till the conclusion of this 30th AGM and accordingly, their first term will expire at the conclusion of the ensuing 30th AGM. They have expressed their un-willingness to be re-appointed for a second term, due to pre-occupation. Based on the recommendation of Audit Committee, the Board of Directors of the Company at its Meeting held on August 24, 2021 has recommended the appointment of M/s T R Chadha & Co. LLP, Chartered Accountants (Firm Registration No. 006711N/N500028) as Statutory Auditors of the Company for a term of five consecutive years from the conclusion of the ensuing 30th AGM till the conclusion of 35th AGM of the Company.

Additional information about Statutory Auditors pursuant to Regulation 36 of the SEBI Listing Regulations is provided below:

S. N.	Details	Particulars
1	Proposed fees payable to the statutory auditor	The Board/ Audit Committee is authorised to fix the remuneration in consultation with the Auditors, in addition to re-imburement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.
2	Terms of appointment	Proposed to be appointed for a term of five consecutive years from the conclusion of this 30 th AGM till the conclusion of 35 th AGM of the Company.
3	In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	N.A. as the fee payable to incoming Auditors i.e. M/s T R Chadha & Co. LLP will be decided by the Board based on the recommendation of Audit Committee in consultation with the Auditors.
4	Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed	With over 75 years of legacy and PAN India presence in 10 locations, M/s T R Chadha & Co. LLP has been providing industry expertise to numerous multinationals as well as reputed Indian companies. The firm has been committed to offer wide array of services spanning across Assurance Services, Internal Audit & Risk Advisory, Direct & Indirect and International Taxation and Consultancy Services. M/s T R Chadha & Co. LLP has been ranked in Top 10 CA Firms in Economic Times Survey in 2015. The firm has an experienced Team with unparalleled exposure across diverse industries. The firm has a valid Peer Review Certificate from ICAI and is registered with Public Company Accounting Oversight Board (PCAOB) U.S.A. and is authorised to conduct US GAAP Audits.

M/s T R Chadha & Co. LLP, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company and confirmation that their appointment, if approved by the Members, shall be in accordance with the conditions, criteria and limits, as prescribed under the Act.

The Board, accordingly, commends the resolution as set out at Item No.3 of the Notice for the approval of Members of the Company as Special Resolution.

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

Item No. 4

The Board of Directors of the Company, at its Meeting held on August 24, 2021, on the recommendation of the Audit Committee, has appointed 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 in respect of construction services, for the Financial Year ending March 31, 2022 at a remuneration of ₹3,25,000/- (Rupees Three Lakhs Twenty Five Thousand only) excluding reimbursement of out-of-pocket expenses, if any and applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be noted, ratified and confirmed by the Members of the Company. Accordingly, consent of the Members is being sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2022.

The Board commends the Resolution as set out at Item No. 4 of the Notice.

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

Item Nos. 5 and 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on June 30, 2021, has co-opted Mr. Subhash Chander Setia and Dr. Rakshita Shharma as Additional Directors of the Company to hold office

upto the date of ensuing 30th Annual General Meeting.

In order to further increase the Board strength, to diversify the Board and to help bring in diverse thoughts and ideas at the Board level and thereby to ensure that the Board achieves better decision making and governing abilities, with the diversity of thought, experience, knowledge, perspective in the Board of Directors, the Nomination and Remuneration Committee and the Board of Directors have recommended their appointment as Independent Directors of the Company, to the Members.

The brief profiles and other particulars of Mr. Subhash Chander Setia and Dr. Rakshita Shharma, as required under the provisions of SEBI Listing Regulations and SS-2, are provided herein below.

The Company has received requisite declarations as prescribed under the Act and the SEBI Listing Regulations that they meet the criteria for independence. The Company has received Notices in writing from a Member of the Company under Section 160(1) of the Act proposing their candidatures for the office of Directors. Also, none of the aforesaid Directors is debarred from holding the office of Director by virtue of any SEBI order or any other authority.

The resolutions at Item Nos. 5 and 6 seek the approval of members for the appointment of Mr. Subhash Chander Setia and Dr. Rakshita Shharma as Independent Directors of the Company, for a term of 18 months commencing from June 30, 2021 to December 29, 2022, not liable to retire by rotation. In the opinion of the Board, they fulfill the conditions for their appointment as Independent Directors as specified in the Act and SEBI Listing Regulations and are independent of the Management.

Draft letters of their appointment setting out the terms and conditions of appointment are being made available for inspection by the Members through electronic mode.

The Board is of the view that their knowledge and experience will be of immense benefit and value to the Company and therefore, commends the Resolutions at Item Nos. 5 and 6 of the Notice for the approval of Members of the Company.

Except Mr. Subhash Chander Setia and Dr. Rakshita Shharma and their respective relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the respective Resolutions, except to the extent of their directorships and shareholding.



BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT AS INDEPENDENT DIRECTORS AT THE 30TH AGM (IN PURSUANCE OF SEBI LISTING REGULATIONS AND SS-2)

Name of Director & DIN	Mr. Subhash Chander Setia (DIN: 01883343)	Dr. Rakshita Shharma (DIN: 08579771)
Date of Birth	21.12.1951	19.06.1967
Age	69 Years	54 Years
Date of first appointment on the Board	30.06.2021	30.06.2021
Qualifications	Mr. Subhash Chander Setia is a Fellow Member of the Institute of Company Secretaries of India, an Associate Member of Institute of Cost Accountants of India, Commerce and Law (L.L.B.) Graduate from University of Delhi, Post Graduate in Economics from Meerut University and Diploma in Tax Laws.	Dr. Rakshita Shharma is a Ph.D. in Organizational Behavior from Indian Institute of Technology, Delhi; Master of Arts (Psychology) from JMIU, New Delhi; Bachelor of Science from Maharishi Dayanand University (MDU), Gurugram and Post Graduate Diploma in Industrial Relations and Personnel Management (IRPM) from Bhartiya Vidya Bhawan, New Delhi.
Experience and Expertise in specific functional areas	During Mr. Setia's vast experience of over four decades, he has worked with various esteemed organisations including DLF Limited, ONGC Limited, Montari Industries Limited (the then Ranbaxy Group Company), Asahi India Glass Limited, Jagatjit Group and UP State Brassware Corporation Limited at Senior Management Level. He is possessing varied and multifarious experience in the field of Secretarial / Corporate Services, Legal Affairs, Finance, Indirect Taxation services.	Dr. Shharma, having wide experience of around 34 years, has worked with various esteemed organizations like Intex Technologies, Ingersoll Rand, Delhi School of Business, Ranbaxy – Daiichi Sankyo Limited, British Gas India, Zydus Cadila Healthcare etc. Presently, she is working with Bobble AI Technologies as Chief People Officer. She specializes in the field of Talent Acquisition, Leadership Hiring and Succession Management.
Terms and conditions of appointment	As may be specified in the proposed appointment letter	As may be specified in the proposed appointment letter
Number of Shares held including shareholding as a beneficial owner	Nil	Nil
Details of Remuneration sought to be paid	Sitting fee (within the prescribed threshold) for attending the Meetings.	Sitting fee (within the prescribed threshold) for attending the Meetings.
Last Remuneration drawn (during Financial Year 2020-21)	N.A.	N.A.
Other Directorship(s)*	Nil	<ul style="list-style-type: none"> • Parsvnath Infra Limited • Parsvnath Estate Developers Private Limited
Committee Positions in other Public Companies*	Nil	<ul style="list-style-type: none"> • Parsvnath Infra Limited - Member of Audit Committee and Nomination and Remuneration Committee • Parsvnath Estate Developers Private Limited - Member of Audit Committee and Chairperson of Nomination and Remuneration Committee
Other Listed entities in which the person holds Directorship and Membership of Committees of the Board	Nil	She holds Directorship in Parsvnath Estate Developers Private Limited, Wholly-owned Subsidiary Company of the Company (Non-Convertible Debentures are listed with BSE).

Relationships between Directors inter-se	N.A.	N.A.
Number of Board Meetings attended (during Financial Year 2020-21)	N.A.	N.A.

**Based on the disclosures received from the Directors*

Item No. 7

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

The approval of the Members is being sought by way of a Special Resolution 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 Act, during a period of one year from the date of passing of the Resolution.

The Board of Directors of your Company has approved this matter in the Board Meeting held on August 13, 2021 and commends the Resolution as set out at Item No. 7 of the Notice for the approval of Members of the Company as Special Resolution.

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

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

**Place: Delhi
Date: August 24, 2021**

**Sd/-
(Mandan Mishra)
Company Secretary
Membership No. A14374**