



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 **31ST ANNUAL GENERAL MEETING ("AGM")** of the Members of **PARSVNATH DEVELOPERS LIMITED** will be held on **FRIDAY, SEPTEMBER 30, 2022 at 2:30 P.M.** through **VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM")**, to transact the following businesses:

ORDINARY BUSINESS

- To consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon.
- To appoint a Director in place of Mr. Sanjeev Kumar Jain (DIN: 00333881), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- APPROVAL FOR RE-APPOINTMENT AND REMUNERATION OF MR. PRADEEP KUMAR JAIN AS A WHOLE TIME DIRECTOR DESIGNATED AS CHAIRMAN OF THE COMPANY**

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the applicable Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to approval of the Central Government, if required and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as agreed by the Board of Directors (hereinafter referred to as '**Board**', which term shall unless repugnant to the context or meaning thereof, be deemed to include Nomination and Remuneration Committee and/ or any other Committee thereof or any person authorised by the Board in this behalf), the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Pradeep Kumar Jain (DIN:00333486) as a Whole-time Director designated as Chairman of the Company, for the period of five years from April 1, 2022 to March 31, 2027, on the following remuneration and terms & conditions:



A.	REMUNERATION Salary, Perquisites & Allowances	NIL
B.	SITTING FEE	No sitting fess shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
C.	TERMINATION	The appointment, notwithstanding the tenure fixed from April 1, 2022 to March 31, 2027, may be terminated by either party by giving six months' notice in writing. However, no compensation for the loss of office will be payable as per the provisions of the Companies Act, 2013. During the tenure of his office, Mr. Pradeep Kumar Jain shall not be liable to retirement by rotation.
D.	OTHERS	Gratuity at the end of the tenure shall be as per Company's rules.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution including but not limited to alter and vary the terms and conditions of the said appointment, including change in designation and remuneration, in such manner as may be mutually agreed."

4. **APPROVAL FOR RE-APPOINTMENT AND REMUNERATION OF MR. SANJEEV KUMAR JAIN AS A WHOLE TIME DIRECTOR DESIGNATED AS MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY**

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

"RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the applicable Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Articles of Association of the Company, Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to approval of the Central Government, if required and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as agreed by the Board of Directors (hereinafter referred to as '**Board**', which term shall unless repugnant to the context or meaning thereof, be deemed to include Nomination and Remuneration Committee and/ or any other Committee thereof or any person authorised by the Board in this behalf), the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjeev Kumar Jain (DIN:00333881) as a Whole-time Director designated as Managing Director and CEO of the Company, for the period of five years from April 1, 2022 to March 31, 2027, on the following remuneration and terms & conditions:

A.	REMUNERATION Salary, Perquisites & Allowances	NIL
B.	SITTING FEE	No sitting fess shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
C.	TERMINATION	The appointment, notwithstanding the tenure fixed from April 1, 2022 to March 31, 2027, may be terminated by either party by giving six months' notice in writing. However, no compensation for the loss of office will be payable as per the provisions of the Companies Act, 2013. During the tenure of his office, Mr. Sanjeev Kumar Jain shall be liable to retirement by rotation.
D.	OTHERS	Gratuity at the end of the tenure shall be as per Company's rules.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution including but not limited to alter and vary the terms and conditions of the said appointment, including change in designation and remuneration, in such manner as may be mutually agreed."

5. APPROVAL FOR RE-APPOINTMENT AND REMUNERATION OF DR. RAJEEV JAIN AS A WHOLE TIME DIRECTOR DESIGNATED AS DIRECTOR (MARKETING) OF THE COMPANY

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

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 200, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the applicable Rules made thereunder read with Schedule V to the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to approval of the Central Government, if required and subject to such other consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as agreed by the Board of Directors (hereinafter referred to as ‘Board’, which term shall unless repugnant to the context or meaning thereof, be deemed to include Nomination and Remuneration Committee and/ or any other Committee or any person authorised by the Board in this behalf), the consent of the members of the Company be and is hereby accorded for the re-appointment of Dr. Rajeev Jain (DIN:00433463) as a Whole-time Director designated as Director (Marketing) of the Company, for the period of five years from April 1, 2022 to March 31, 2027, on the following remuneration and terms & conditions:

A.	<u>REMUNERATION</u> Salary, Perquisites & Allowances	NIL
B.	SITTING FEE	No sitting fess shall be payable for attending the meetings of the Board of Directors or any Committee thereof.

C.	TERMINATION	The appointment, notwithstanding the tenure fixed from April 1, 2022 to March 31, 2027, may be terminated by either party by giving six months’ notice in writing. However, no compensation for the loss of office will be payable as per the provisions of the Companies Act, 2013. During the tenure of his office, Dr. Rajeev Jain shall be liable to retirement by rotation.
D.	OTHERS	Gratuity at the end of the tenure shall be as per Company’s rules.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution including but not limited to alter and vary the terms and conditions of the said appointment, including change in designation and remuneration, in such manner as may be mutually agreed.”

6. RE-APPOINTMENT OF MR. SUBHASH CHANDER SETIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Subhash Chander Setia (DIN: 01883343) who has been appointed as a Non-Executive Independent Director at the 30th Annual General Meeting of the Company held on September 30, 2021 to hold office for a term of 18 months up to December 29, 2022 and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his



candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from December 30, 2022 up to December 29, 2027.

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. RE-APPOINTMENT OF DR. RAKSHITA SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Rakshita Sharma (DIN: 08579771) who has been appointed as a Non-Executive Independent Director at the 30th Annual General Meeting of the Company held on September 30, 2021 to hold office for a term of 18 months up to December 29, 2022 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from December 30, 2022 up to December 29, 2027.

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."

8. RATIFICATION OF REMUNERATION OF M/S CHANDRA WADHWA & CO., COST ACCOUNTANTS, COST AUDITORS OF THE COMPANY, FOR THE FINANCIAL YEAR 2022-23

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹3,25,000/- (Rupees Three Lakhs Twenty Five Thousand only) and reimbursement of out of pocket expenses, if any, plus applicable taxes, as approved by the Board of Directors on the recommendation of the Audit Committee, to be paid to M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year 2022-23, be and is hereby ratified, confirmed and approved.

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

9. 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."

10. APPROVAL FOR SALE OF UNDERTAKING(S) OF 'PARSVNATH HOTELS LIMITED'; SUBSIDIARY COMPANY

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

"RESOLVED THAT pursuant to the Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable Rules made thereunder, as amended or re-enacted from time to time, the consent of the members of the Company be and is hereby accorded to sell, transfer or otherwise dispose of the whole or substantially the whole of the undertaking(s) owned by Parsvnath Hotels Limited (PHL), a wholly owned subsidiary of the Company, subject to requisite approval from concerned authority, as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include any Committee which the Board has constituted or may constitute hereafter to exercise its powers herein conferred) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s) of transaction documents (including providing such representations, warranties, indemnities and covenants as may be required) including terms of payment and pricing, as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may, in its absolute discretion, deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

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

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

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

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

**Place: Delhi
Date: August 13, 2022**



Notes:

- A. The relevant Explanatory Statement, pursuant to Section 102 of the Act in respect of the special businesses contained in the Notice, is annexed hereto and forms part of this notice. The information/ details, required under Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), of persons seeking appointment / re-appointment as Directors, are also annexed.
- B. 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”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the aforesaid Circulars, the AGM of the Company will be held through VC/ OAVM. The deemed venue of the AGM shall be the Registered Office of the Company.
- 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. 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.
- E. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM, as per Section 103 of the Act.
- F. 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., 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.
- G. In compliance with the applicable provisions of the Companies Act 2013 read with MCA Circulars, the Annual Report 2021-22 and the Notice of the 31st 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 2021-22 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 31st AGM and the Annual Report 2021-22 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 2, 2022.
- I. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022 (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. Friday, September 23, 2022, 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 e-mailed the Notice of the AGM along with the Annual Report and who holds shares as on the cut-off date i.e. Friday, September 23, 2022 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 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, 2022 along with the Notice of 31st 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 2021-22 and Notice of 31st AGM, to any Member.
- M. In terms of SEBI Circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, e-voting is enabled to all demat accounts 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 account in order to access the e-Voting facility.

- N. 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.
- O. 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.
- P. 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.
- Q. 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.
- R. The shares of the Company are compulsorily traded in demat mode. SEBI vide its notification dated June 08, 2018, amended the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialized form only effective April 01, 2019. Accordingly, requests for effecting transfer of physical securities cannot be processed unless the securities are held in dematerialized form with any Depository Participant. Therefore, RTA and the Company have not been accepting any request for the transfer of shares in physical form w.e.f. April 01, 2019.

Further, SEBI vide its notification dated January 25, 2022, amended the SEBI Listing Regulations and mandated that (i) transmission; (ii) transposition; (iii) Issue of duplicate securities certificate; (iv) Claim from Unclaimed Suspense Account; (v) Renewal/ Exchange of securities certificate; (vi) Endorsement; (vii) Sub-division/ Splitting of securities



- certificate; and (viii) Consolidation of securities certificates/ folios of securities would be carried out in dematerialized form only. Accordingly, requests for affecting the abovementioned dealings of physical securities will be carried in accordance with SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022.
- S. SEBI vide circular dated December 14, 2021, mandated furnishing of PAN, KYC details (i.e. postal address with Pin Code, email address, mobile number, and bank account details) and nomination details by holders of physical securities. Effective from January 01, 2022, any service requests or complaints received from the member will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company.
- T. 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.
- U. Members seeking any information regarding the Accounts of the Company are requested to write to the Company at least ten days before the date of the AGM.
- V. 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 2021-22.
- W. 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 had 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 weblink : <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/>.

X. **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, as amended from time to time, Regulation 44 of the 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 31st 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”). For this purpose, the Company has entered into an agreement with NSDL to facilitate voting through electronic means, as the authorized agency. The remote e-voting period will commence on Tuesday, September 27, 2022 (9:00 a.m.) and will end on Thursday, September 29, 2022 (5:00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter.

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.

The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 23, 2022.

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 Scrutinizers’ Report of the votes cast, in favour or against, if any, to the Chairman or in his absence to the Managing Director & CEO of the Company, who shall countersign the same and declare the results not later than 2 working days from the conclusion of the AGM.

The result declared along with 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.nsd.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 Listing Regulations.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period will commence on Tuesday, September 27, 2022 (9:00 a.m.) and will end on Thursday, September 29, 2022 (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 record date (cut-off date) i.e. Friday, September 23, 2022, 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 Friday, September 23, 2022.

How do I vote electronically using NSDL e-Voting system?

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

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, 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 account in order to access the e-Voting facility



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



Type of shareholders	Login 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.nsd.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 & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 **App Store**  **Google Play**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also 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 No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) log-in through their depository participants	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 logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected 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 redirected 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget 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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login 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 login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 43-23058542-022



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.

How to Log-in to NSDL e-Voting website?

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 login. 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 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 login 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 email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email 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 login 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.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login 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 options 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 shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer

by e-mail to atygai53@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. Login 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 email 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 email to secretarial@parsvnath.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID 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 secretarial@parsvnath.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login 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.**
3. 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.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.



2. 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.
3. 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.
4. 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:

1. 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 login, 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.
2. 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.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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 network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email 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 Wednesday, September 28, 2022 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.

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

Item No. 3:

Mr. Pradeep Kumar Jain is one of the Promoter Directors and founder Chairman of the Company. He was appointed as a Whole-time Director of the Company with effect from January 1, 2002. He has more than three decades of experience in the real estate sector. He has received various awards including the 'Jawaharlal Nehru Award for Excellence', the 'Vijay Ratna Award', the 'Udyog Ratan' and the 'World Economic Progress Award' for his entrepreneurship. As the Chairman of the Company, Mr. Pradeep Kumar Jain is responsible for the overall working of the Company and is instrumental in making strategic decisions for the Company. Besides this, Mr. Jain is an eminent individual and is part of various National and International Boards and Bodies.

In view of the vast experience and valuable contribution of Mr. Pradeep Kumar Jain towards the growth of the Company, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 7, 2022 and February 14, 2022 have decided to re-appoint Mr. Pradeep Kumar Jain as Whole- time Director designated as 'Chairman' of the Company for a period with effect from April 1, 2022 to March 31, 2027 on the remuneration and terms & conditions as mentioned in the Resolution, subject to approval of the Members at the ensuing AGM. He is not debarred from holding the office of

Director by virtue of any SEBI order or any other authority.

The Company has received a certificate pursuant to Section 196 of the Act read with Schedule V that he is not disqualified from being re-appointed as Whole-time Director of the Company.

The re-appointment and remuneration of Whole-time Director requires consent of the members by virtue of the provisions of Sections 196, 197, 198 and 200 and all other applicable provisions, if any, of the Act and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item No. 3 of the Notice for your approval as a Special Resolution.

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

Item No. 4:

Mr. Sanjeev Kumar Jain is one of the Promoter Directors of the Company since incorporation and was appointed as a Managing Director of the Company with effect from February 1, 2002. He has graduated with a Bachelor of Engineering (Civil) degree from B. V. College of Engineering, Pune where he specialised in advanced construction technology. He has nearly three decades of experience in the real estate sector. He currently heads the architectural, construction and purchase departments of the Company. Mr. Sanjeev Kumar Jain has made valuable contribution towards the success and growth of the Company.

In view of the vast experience and immense contribution of Mr. Sanjeev Kumar Jain, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 7, 2022 and February 14, 2022 have decided to re-appoint Mr. Sanjeev Kumar Jain as Whole-time Director designated as 'Managing Director & Chief Executive Officer (CEO)' of the Company for a period with effect from April 1, 2022 to March 31, 2027 on the remuneration and terms & conditions as mentioned in the Resolution subject to approval of the Members at the ensuing AGM. He is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.

The Company has received a certificate pursuant to Section 196 of the Act read with Schedule V that he is not disqualified from being re-appointed as a Whole-time Director / Managing Director of the Company.

The re-appointment and remuneration of Whole-time Director requires consent of the members by virtue of the provisions of Sections 196, 197, 198 and 200 and all other applicable provisions,

if any, of the Act and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item No. 4 of the Notice for your approval as a Special Resolution.

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

Item No. 5:

Dr. Rajeev Jain had joined the Board of Directors with effect from July 10, 1999 and was subsequently appointed as a Whole-time Director with effect from January 1, 2002. Dr. Rajeev Jain is a qualified medical practitioner having graduated with an M.B.B.S. degree from J.N. Medical College, Wardha, Nagpur University. He has also worked with Indraprastha Apollo Hospital. He has nearly 2 decades of experience in the real estate sector. He currently heads the Marketing and Commercial/ CRM departments of the Company. Dr. Rajeev Jain has made valuable contribution towards the success and growth of the Company.

In view of the vast experience and immense contribution of Dr. Rajeev Jain, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on February 7, 2022 and February 14, 2022 have decided to re-appoint Dr. Rajeev Jain, as Whole-time Director designated as 'Director (Marketing)' of the Company for a period with effect from April 1, 2022 to March 31, 2027 on the remuneration and terms & conditions as mentioned in the Resolution, subject to approval of the Members at the ensuing AGM. He is not debarred from holding the office of Director by virtue of any SEBI order or any other authority.

The Company has received a certificate pursuant to Section 196 of the Act read with Schedule V that he is not disqualified from being re-appointed as Whole-time Director of the Company.

The re-appointment and remuneration of Whole-time Director requires consent of the members by virtue of the provisions of Sections 196, 197, 198 and 200 and all other applicable provisions, if any, of the Act and the applicable Rules made thereunder read with Schedule V of the Act and therefore, the Directors commend the Resolution at Item No. 5 of the Notice for your approval as a Special Resolution.

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



BRIEF DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 31ST ANNUAL GENERAL MEETING (IN PURSUANCE OF LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS)

ITEM NO. 2 - PERSON SEEKING RE-APPOINTMENT AS A DIRECTOR AND

ITEM NO. 3 TO 5 – PERSONS SEEKING RE-APPOINTMENT AS WHOLE-TIME DIRECTORS

Name of Director & DIN	Mr. Pradeep Kumar Jain (DIN: 00333486)	Mr. Sanjeev Kumar Jain* (DIN: 00333881)	Dr. Rajeev Jain (DIN: 00433463)
Date of Birth	May 1, 1965	January 1, 1970	March 1, 1973
Age	57	52	49
Qualification(s)	Graduate.	Bachelor of Engineering (Civil) degree from the B.V. College of Engineering, Pune with specialization in advanced construction technology.	Qualified Medical Practitioner having graduated with M.B.B.S degree from J.N. Medical College, Wardha, Nagpur University.
Date of first Appointment on the Board	July 24, 1990	July 24, 1990	July 10, 1999
Experience and Expertise in specific functional areas	More than 3 decades experience in the real estate sector. Associated with the Company since its inception as promoter Director. He was appointed as Whole-time Director w.e.f. January 1, 2002. Responsible for the overall working of the Company and instrumental in making strategic decisions for the Company.	Nearly 3 decades experience in the real estate sector. Associated with the Company since its inception as Director. He was appointed as Whole-time Director/ Managing Director w.e.f. February 1, 2002. Heads the architectural, construction and purchase departments of the Company.	Nearly 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	As detailed in the Resolution	As detailed in the Resolution	As detailed in the Resolution
Details of Remuneration sought to be paid	Nil	Nil	Nil
Last Remuneration drawn (FY 2021-22)	Nil	Nil	Nil
Number of Shares held (as on August 12, 2022)	6,68,54,683 Ordinary Equity Shares	21,600 Ordinary Equity Shares	16,000 Ordinary Equity Shares
Other Directorship(s)	<ul style="list-style-type: none"> Parsvnath Film City Ltd. Parsvnath Developers Pte. Ltd., Singapore PHD Chamber of Commerce and Industry 	<ul style="list-style-type: none"> Parsvnath Film City Ltd. 	<ul style="list-style-type: none"> Parsvnath Film City Ltd. PDL Assets Ltd. Parsvnath Realty Ventures Ltd. Parsvnath Telecom Pvt. Ltd. Meghraj Buildtech Pvt. Ltd. Meghraj Healthcare Pvt. Ltd.
Committee Positions in other Public Companies	Nil	Nil	Nil
Relationships between Directors inter-se	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.	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.	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	Five (5)	Five (5)	Five (5)

* Details given in respect of Item Nos. 2 and 4

Since the Company is not paying any remuneration to the aforesaid Whole-time Directors, the information under Part II Section II of Schedule V to the Act is not required to be given.

Item Nos. 6 and 7

The Members of the Company at the 30th Annual General Meeting held on September 30, 2021 had appointed Mr. Subhash Chander Setia and Dr. Rakshita Shharma as Independent Directors of the Company for a term of Eighteenth (18) months commencing from June 30, 2021 upto December 29, 2022.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by the Members of the Company.

During their tenure Mr. Subhash Chander Setia and Dr. Rakshita Shharma have attended all the Board Meetings. The performances of both the Directors were satisfactory and the inputs/guidance given by both the Directors were helpful for the smooth functioning of the Company.

The Company has received intimations in Form DIR-8 from Mr. Subhash Chander Setia and Dr. Rakshita Shharma that they are not disqualified from being re-appointed as Independent Directors in terms of Section 164 of the Act, declaration(s) that they meet with the criteria of independence as prescribed under Section 149 (6) of the Act & Regulation 16(1)(b) of Listing Regulations and their consent to be appointed as Independent

Directors of the Company. 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. 6 and 7 seek the approval of members for the re-appointment of Mr. Subhash Chander Setia and Dr. Rakshita Shharma as Independent Directors of the Company, for further term of five (5) years commencing from December 30, 2022 to December 29, 2027, 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 Listing Regulations and are independent of the Management.

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

The Board is of the view that the knowledge and experience of Mr. Subhash Chander Setia and Dr. Rakshita Shharma will be of immense benefit and value to the Company and, therefore, commends the Resolutions for their re-appointment at Item Nos. 6 and 7 of the Notice for approval of the Members of the Company as Special Resolutions.

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 RE-APPOINTMENT AS INDEPENDENT DIRECTORS AT THE 31ST AGM (IN PURSUANCE OF 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	70 Years	55 Years
Date of first appointment on the Board	30.06.2021	30.06.2021
Qualifications	Mr. Subhash Chander Setia is a qualified Company Secretary and a Fellow Member of the Institute of Company Secretaries of India, an Associate Member of Institute of Cost Accountants of India, Commerce and Law (LLB) 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), Gurgaon and Post Graduate Diploma in Industrial Relations and Personnel Management (IRPM) from Bhartiya Vidya Bhawan, New Delhi.
Experience and Expertise in specific functional areas	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 vast experience of around 35 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.
Skills and Capabilities required for the role and the manner in which the proposed Director meets such requirements	For the appointment of Independent Director on the Board of the Company, the proposed Director must have the knowledge of Company's business and its industry. Mr. Setia has the vast experience of over four decades in different industries and also has the knowledge of Company's business and its industry.	For the appointment of Independent Director on the Board of the Company, the proposed Director must have the knowledge of Company's business and its industry. Dr. Rakshita Shharma has the vast experience of around 35 years' in different industries and also has the knowledge of Company's business and its industry.
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, as approved by the Board of Directors.	Sitting fee (within the prescribed threshold) for attending the Meetings, as approved by the Board of Directors.
Last Remuneration drawn (during FY 2021-22)	N.A.	N.A.

Name of Director & DIN	Mr. Subhash Chander Setia (DIN :01883343)	Dr. Rakshita Shharma (DIN :08579771)
Other Directorship(s) (as on date)	<ul style="list-style-type: none"> • BPTP Limited • Parsvnath Landmark Developers Private Limited • Parsvnath Buildwell Private Limited • Parsvnath Infra Limited 	<ul style="list-style-type: none"> • Parsvnath Infra Limited • Parsvnath Hessa Developers Private Limited • Talent Unlimited Online Services Private Limited • Abhyudaya Medical Ventures Private Limited • Abhyutthan Foundation • Vegbhataa Services (OPC) Private Limited • Parsvnath Estate Developers Private Limited (ceased w.e.f. 25.08.2021)
Committee Positions in other Public Companies	<ul style="list-style-type: none"> • Parsvnath Infra Limited (Member of Audit Committee and Nomination and Remuneration Committee) • BPTP Limited (Member of Audit Committee and Corporate Social Responsibility Committee) 	<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 (ceased w.e.f. 12.08.2021)]
Other Listed entities in which the person holds Directorship and Membership of Committees of the Board	Nil	She was holding Directorship in Parsvnath Estate Developers Private Limited, wholly owned Subsidiary Company of the Company (Non-Convertible Debentures are listed with BSE) (ceased w.e.f. 25.08.2021)
Relationships between Directors inter-se	N.A.	N.A.
Number of Board Meetings attended (during FY 2021-22)	Five (5)	Five (5)

Item No. 8

The Board of Directors of the Company, at its meeting held on August 13, 2022, on the recommendation of the Audit Committee, has approved the appointment of M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), as the Cost Auditors to conduct the audit of the cost records of the Company, for the Financial Year ending March 31, 2023 at a remuneration of ₹ 3,25,000 (Rupees Three Lakhs Twenty Five Thousand only) and reimbursement of out of pocket expenses, if any, plus 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 confirmed and ratified by the Members of the Company. Accordingly, consent of the Members is being sought by way of passing an Ordinary Resolution for confirmation and ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2023.

The Board commends the Resolution as set out at Item No. 8 of the Notice for the approval of Members of the Company as an Ordinary 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.

Item No. 9

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, 2022 and commends the Resolution as set out at Item No. 9 of the Notice for the approval of Members of the Company as a 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.

Item No. 10

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

The Board of Directors of the Company at its meeting held on August 13, 2022 has granted its in-principle approval for sale of undertaking (s) of Parsvnath Hotels Limited (PHL), wholly owned subsidiary company to the prospective buyer (s), as the company has been facing constraints in raising funds due to the current market environment. The efforts for alternative financing arrangement have not yielded the desired results due to the overall gloomy situation. In order to overcome such constraints, the Company had explored various options and taking into account the current market dynamics and after considering net

cash inflow, valuation, economic value offered by the aforesaid transaction, it is an opportune time to sell and focus on the remaining existing and new projects. The consideration of the sale of undertaking (s) as proposed would generate significant shareholder value and presents an attractive monetization opportunity to the Company.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all entities falling within the definition of related parties shall abstain from voting on this Resolution and accordingly, the promoters and the promoter group entities shall not vote on this Resolution. The aforementioned sell of undertaking (s) is also subject to necessary statutory and regulatory approvals, consents from the lenders and shareholders and satisfaction of certain contractual conditions.

The Board is of the opinion that the proposed sell of undertaking (s) is in the overall best interest of the Company and recommends the enabling Special Resolution for the approval of the Members of the Company.

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

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

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

**Place: Delhi
Date: August 13, 2022**