

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF PARSVNATH DEVELOPERS LIMITED HELD THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") ON FRIDAY, THE 30TH DAY OF SEPTEMBER, 2022. THE DEEMED VENUE WOULD BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PARSVNATH TOWER, NEAR SHAHDARA METRO STATION, SHAHDARA, DELHI - 110032

(The Meeting commenced at 2:30 p.m. and concluded at 3:25 p.m. after completion of e-voting)

PANELISTS (PRESENT THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS)

Directors

Mr. Pradeep Kumar Jain	: Chairman
Mr. Sanjeev Kumar Jain	: Managing Director & CEO
Dr. Rajeev Jain	: Director (Marketing)
Mr. Mahendra Nath Verma	: Non-Executive Independent Director (Chairman of Audit Committee)
Ms. Deepa Gupta	: Non-Executive Independent Director (Chairperson of Nomination and Remuneration Committee and Risk Management Committee)
Mr. Subhash Chander Setia	: Non-Executive Independent Director
Dr. Rakshita Shharma	: Non-Executive Independent Director

Company Secretary

Mr. Mandan Mishra	: Company Secretary (Compliance Officer)
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Chief Financial Officer

Mr. M.C. Jain	: Sr. Vice President (Corporate) and Group Chief Financial Officer
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Invitees

Mr. Aashish Gupta	: Representative of M/s T R Chadha & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. Ashok Tyagi	: Practising Company Secretary, Secretarial Auditor and the Scrutinizer

Members

- : 149 Members attended the Meeting through Video Conferencing/ Other Audio Visual Means, representing 28,88,44,216 Shares (including 1 Authorized Representative of a Corporate Member (one of the Promoters) holding 4,71,86,992 Shares)

Mr. Ashok Kumar, Non-Executive Independent Director of the Company and Chairman of the Stakeholders Relationship Committee could not attend the meeting due to health problems. He authorized Mr. Sanjeev Kumar Jain, member of the Stakeholders Relationship Committee to attend the meeting on his behalf.

WELCOME ADDRESS AND INTRODUCTION OF PANELISTS

Mr. Mandan Mishra, Company Secretary, welcomed the Members, Directors, CFO and Auditors of the Company and introduced the Directors and other Panelists who had joined the Meeting from their respective locations.

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Mandan Mishra
Company Secretary

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He informed that consequent to the on-going COVID-19 Pandemic, the AGM of the Company had to be conducted through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in accordance with the various circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") and the Company had taken the requisite steps to enable Members to participate and vote on the items being considered at the AGM.

DOCUMENTS OPEN FOR INSPECTION

The relevant documents referred to in the Notice of AGM and Explanatory Statement including Register of Directors and Key Managerial Personnel and their shareholdings under Section 170 of the Companies Act, 2013 ("Act"), Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act, Independent Auditors' Report and Secretarial Audit Report were kept open for electronic inspection during the Meeting.

CHAIRMAN

Mr. Pradeep Kumar Jain, Chairman of the Board of Directors of the Company, presided over the Meeting.

QUORUM

As per the shareholders log-in data available, the requisite quorum being present, Mr. Pradeep Kumar Jain, Chairman of the Meeting, called the meeting to order. He informed that participation of members through VC / OAVM had been reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013.

CHAIRMAN'S SPEECH

The Chairman delivered his speech giving a brief overview of the performance of the Company for the year ended March 31, 2022, current industry and market scenario and future prospects of the Company. The Chairman also expressed his appreciation and gratitude to the Members and other stakeholders for their continued support and co-operation during the on-going COVID 19 pandemic.

PARTICIPATION IN THE MEETING THROUGH VC/OAVM AND E-VOTING

Thereafter, the Company Secretary informed the members regarding participation in the meeting through VC/OAVM, about remote e-voting scheduled from 9.00 a.m. on Tuesday, September 27, 2022 to 5.00 p.m. on Thursday, September 29, 2022 and the option of e-voting provided during the Meeting, through National Securities Depository Limited ("NSDL"), for which the cut-off date was fixed as Friday, September 23, 2022. He also informed the Members that the Board of Directors had appointed Mr. Ashok Tyagi (Membership No. F2968), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-voting and e-voting during AGM, in a fair and transparent manner.

AUDITORS' REPORT

The Company Secretary further informed that the Statutory Auditors viz. M/s T R Chadha & Co. LLP and the Secretarial Auditor viz. Mr. Ashok Tyagi, had expressed unqualified/unmodified opinion in their respective reports for the Financial Year 2021-2022. There were no qualifications or adverse comments on financial statements and matters, which could have any material bearing on the functioning of the Company. However, the matters of emphasis / observations made by the Independent Statutory Auditors and the Secretarial Auditors in their respective Reports were read out by the Company Secretary and attention of the Members was drawn to the explanations given by the Board of Directors in its report.

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[Signature]
Company Secretary

TAKING UP OF BUSINESS AS PER THE NOTICE OF THE MEETING

As the Notice of the Meeting dated August 13, 2022 had already been circulated / made available on the Company's website and on the e-voting website of NSDL, the same was taken as read by the Chairman. Thereafter, he took up the business of the Meeting by giving a brief of each resolution forming part of the Notice. In respect of Item Nos. 2 to 5, Mr. Mahendra Nath Verma, being a non-interested Director, acted as the Chairman. The Speakers who had already registered for speaking at the AGM were given an opportunity to speak and their queries were answered/ clarified by the Chairman.

The electronic voting was activated by the moderator during the meeting, for the Members who could not cast their votes through remote e-voting.

The Chairman informed that the electronic voting option would be open for the next 15 minutes and thereafter, the Meeting would stand concluded. He authorized the Company Secretary to announce the results of the Meeting and place the same on the websites of the Company and the agency providing e-voting facility and to submit the same to the Stock Exchange.

The consolidated result of voting including remote e-voting and e-voting during AGM was declared on October 4, 2022, based on the consolidated report submitted by the Scrutinizer. All the resolutions, in respect of ordinary and special businesses as mentioned below, were passed with requisite majority.

ORDINARY BUSINESS

1.

(a) Consideration and adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of Board of Directors and Auditors thereon; and

(b) Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Report of Auditors thereon.

"RESOLVED THAT (a) the Audited Stand-alone Financial Statements of the Company for the financial year ended March 31, 2022, the Reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon, as circulated to the Members and laid before the Meeting, be and are hereby considered and adopted."

The result of e-voting (remote e-voting and e-voting during AGM), as per the report received from the scrutinizer, is as under for the above resolution:

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting%	Voters	No. of Votes	Voting %
E-Voting facility	522	292870070	481	292851164	99.99%	41	18906	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as an Ordinary Resolution.

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Company Secretary

2. Re-appointment of Mr. Sanjeev Kumar Jain (DIN: 00333881), as a Director of the Company, liable to retire by Rotation.

"RESOLVED THAT Mr. Sanjeev Kumar Jain (DIN:00333881), who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

The result of e-voting (remote e-voting and e-voting during AGM), as per the report received from the scrutinizer, is as under for the above resolution:

Mode	Total Valid Votes		In Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting facility	515	230977937	459	230955521	99.99%	56	22416	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as an Ordinary Resolution.

SPECIAL BUSINESS

3. Approval for re-appointment and remuneration of Mr. Pradeep Kumar Jain as a Whole Time Director designated as Chairman of the Company.

"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.

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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 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."

The result of e-voting (remote e-voting and e-voting during AGM) as per the report received from the scrutinizer, is as under for the above resolution:

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting facility	507	51725900	448	51703200	99.96%	59	22700	0.04%

* There were no invalid votes.

The above resolution was passed with the requisite majority as a Special Resolution.

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.

"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

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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 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."

The result of e-voting (remote e-voting and e-voting during AGM) as per the report received from the scrutinizer, is as under for the above resolution:

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting%	Voters	No. of Votes	Voting %
E-Voting facility	513	230976927	459	230955452	99.99%	54	21475	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as a Special Resolution.

5. Approval for re-appointment and remuneration of Dr. Rajeev Jain as a Whole Time Director designated as Director (Marketing) of the company

"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

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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.	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, Dr. Rajeev Jain shall be liable to retirement by rotation.
D.	OTHERS	Gratuity at the end of the tenure shall be as per Company 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."

The result of e-voting (remote e-voting and e-voting during AGM) as per the report received from the scrutinizer is as under for the above resolution:

Mode	Total Valid Votes		in Favour			Against		
	Vote rs	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E-Voting facility	513	230976927	458	230955427	99.99%	55	21500	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as a Special Resolution.

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[Signature]
Company Secretary

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6. Re-appointment of Mr. Subhash Chander Setia (DIN:01883343) as an Independent Director of the Company

"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."

The result of e-voting (remote e-voting and e-voting during AGM) as per the report received from the scrutinizer, is as under for the above resolution:

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E- Voting facility	520	292869210	466	292847699	99.99%	54	21511	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as a Special Resolution.

7. Re-appointment of Dr. Rakshita Shharma as an Independent Director of the Company

"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 Shharma (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

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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."

The result of e-voting (remote e-voting and e-voting during AGM), as per the report received from the scrutinizer, is as under for the above resolution:

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E- Voting facility	519	292869721	468	292849085	99.99%	51	20636	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as a Special Resolution.

8. Ratification of remuneration of M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), Cost Auditors of the Company, for the Financial Year 2022-23

"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 2022-23, 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."

The result of e-voting (remote e-voting and e-voting during AGM), as per the report received from the scrutinizer, is as under for the above resolution:

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E- Voting facility	521	292870210	473	292850342	99.99%	48	19868	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as an Ordinary Resolution.

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9. Private placement of Non- Convertible Debentures

"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 Rs.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."

The result of e-voting (remote e-voting and e-voting during AGM), as per the report received from the scrutinizer, is as under for the above resolution:

Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E- Voting facility	521	292869795	473	292853438	99.99%	48	16357	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as a Special Resolution.

10. Approval for Sale of undertaking (s) of 'Parsvnath Hotels Limited', Subsidiary Company

"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.

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[Signature]
Company Secretary

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."

The result of e-voting (remote e-voting and e-voting during AGM) as per the report received from the scrutinizer, is as under for the above resolution:


Mode	Total Valid Votes		in Favour			Against		
	Voters	No. of Votes	Voters	No. of Votes	Voting %	Voters	No. of Votes	Voting %
E- Voting facility	521	292869220	471	292852199	99.99%	50	17021	0.01%

* There were no invalid votes.

The above resolution was passed with the requisite majority as a Special Resolution

VOTE OF THANKS

The Company Secretary offered vote of thanks to the Chair.

Date of entry in minutes book : October 27, 2022	 Pradeep Kumar Jain (CHAIRMAN) Date : October 27, 2022 Place : Delhi
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