



Parsvnath Developers Limited

Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi-110032

POSTAL BALLOT NOTICE

POSTAL BALLOT NOTICE PURSUANT TO SECTION 192 (A) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2001

Dear Shareholder(s)

Pursuant to Section 192 (A) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, Notice is hereby given for seeking the approval of shareholders for the proposals contained in the draft resolutions appended below by way of Postal Ballot. The Explanatory Statement pertaining to the said resolutions setting out material facts is annexed hereto along with a postal ballot form for your consideration:

Text of Resolutions proposed to be passed by the shareholders through postal ballot:

1. RE-APPOINTMENT AND REMUNERATION OF SHRI PRADEEP KUMAR JAIN AS WHOLE- TIME DIRECTOR, DESIGNATED AS 'CHAIRMAN' OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof or any other law and subject to such 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 any Committee thereof or any person authorised by the Board in this behalf), consent of the members be and is hereby accorded for the re-appointment of Shri Pradeep Kumar Jain as Whole- time Director, designated as 'Chairman' of the Company for a further period of five years with effect from March 01, 2011 on the following remuneration and terms & conditions duly approved by the Remuneration Committee:

A.	REMUNERATION Salary, Perquisites & Allowances	Not exceeding Rs. 800 Lacs per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.
B.	SITTING FEE	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.
C.	TERMINATION	The appointment, notwithstanding the five-year tenure fixed w.e.f. March 01, 2011, 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 Section 318 of the Companies Act, 1956. During the tenure of his office, Shri Pradeep Kumar Jain shall not be liable to retirement by rotation.
D.	OTHERS	As per Company rules.

RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions, if any, of the Companies Act, 1956, the remuneration stated above be paid as minimum remuneration to Shri Pradeep Kumar Jain notwithstanding that in any financial year during his tenure as Whole- time Director, the Company has made no profits or the profits are inadequate.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to decide/ determine, fix and/ or vary /alter/modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Shri Pradeep Kumar Jain from time to time and to comply with the legal provisions and to do all such acts, deeds, matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution."

2. RE-APPOINTMENT AND REMUNERATION OF SHRI SANJEEV KUMAR JAIN AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof or any other law and subject to such 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 any Committee thereof or any person authorised by the Board in this behalf), consent of the members be and is hereby accorded for the re-appointment of Shri Sanjeev Kumar Jain as Managing Director & Chief Executive Officer of the Company for a further period of five years with effect from March 01, 2011 on the following remuneration and terms & conditions duly approved by the Remuneration Committee:

A.	REMUNERATION Salary, Perquisites & Allowances	Not exceeding Rs. 360 Lacs per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.
B.	SITTING FEE	No sitting fees shall be payable for attending the meetings of the Board of Directors or any Committee thereof.

C.	TERMINATION	The appointment, notwithstanding the five-year tenure fixed w.e.f. March 01, 2011, 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 Section 318 of the Companies Act, 1956. During the tenure of his office, Shri Sanjeev Kumar Jain shall not be liable to retirement by rotation.
D.	OTHERS	As per Company rules.

RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions, if any, of the Companies Act, 1956, the remuneration stated above be paid as minimum remuneration to Shri Sanjeev Kumar Jain notwithstanding that in any financial year during his tenure as Managing Director, the Company has made no profits or the profits are inadequate.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to decide / determine, fix and/ or vary /alter/modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Shri Sanjeev Kumar Jain from time to time and to comply with the legal provisions and to do all such acts, deeds, matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution."

3. RE-APPOINTMENT AND REMUNERATION OF DR. RAJEEV JAIN AS WHOLE- TIME DIRECTOR, DESIGNATED AS 'DIRECTOR (MARKETING)' OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification(s) or re-enactment thereof or any other law and subject to such 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 any Committee thereof or any person authorised by the Board in this behalf), consent of the members be and is hereby accorded for the re-appointment of Dr. Rajeev Jain as Whole- time Director, designated as 'Director (Marketing)' of the Company for a further period of five years with effect from March 01, 2011 on the following remuneration and terms & conditions duly approved by the Remuneration Committee:

A.	REMUNERATION Salary, Perquisites & Allowances	Not exceeding Rs. 240 Lacs per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.
B.	SITTING FEE	No sitting fees shall be payable for attending the meetings of Board of Directors or any Committee thereof.

C.	TERMINATION	The appointment, notwithstanding the five-year tenure fixed w.e.f. March 01, 2011, 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 Section 318 of the Companies Act, 1956. During the tenure of his office, Dr. Rajeev Jain shall be liable to retirement by rotation.
D.	OTHERS	As per Company rules.

RESOLVED FURTHER THAT pursuant to Section 198 and all other applicable provisions, if any, of the Companies Act, 1956, the remuneration stated above be paid as minimum remuneration to Dr. Rajeev Jain notwithstanding that in any financial year during his tenure as Whole- time Director, the Company has made no profits or profits are inadequate.

RESOLVED FURTHER THAT the Board be and is hereby authorised, in its absolute discretion, to decide / determine, fix and/ or vary /alter/modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Dr. Rajeev Jain from time to time and to comply with the legal provisions and to do all such acts, deeds, matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution."

By order of the Board
For Parsvnath Developers Limited

Place : New Delhi
Date : February 14, 2011

Sd/-
V. Mohan
Company Secretary

NOTES:

1. The relative Explanatory Statement for the proposed special businesses mentioned above pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001, and all other applicable provisions, if any, of the applicable laws, the assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice dated February 14, 2011, is being determined through Postal Ballot.
3. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent (For) or dissent (Against). Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
4. The Company has appointed Shri Sanjay Grover, FCA, FCS, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot exercise.
5. The Notice is being sent under certificate of posting to all the Members whose names would appear in the Register of Members/ Record of Depositories as on Friday, the 25th day of February, 2011.
6. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form and send it to

the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of or deposited by the registered member will also be accepted. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours on Monday, the 4th day of April, 2011.

7. The result of the Postal Ballot shall be announced by the Chairman or in his absence by any other person, so authorized by the Chairman on Friday, the 8th day of April, 2011 at 5.00 p.m. at the Registered Office of the Company at Parsvnath Metro Tower, Near Shahdara Metro Station, Shahdara, Delhi-110032 and the Resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot shall also be announced through a newspaper advertisement and on the website of the Company www.parsvnath.com.
8. Copies of all the documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except holidays, between 11.00 a.m. and 1.00 p.m. upto the date of declaration of result of Postal Ballot.
9. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their votes.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED FEBRUARY 14, 2011 PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956:

ITEM NO.1: RE-APPOINTMENT AND REMUNERATION OF SHRI PRADEEP KUMAR JAIN AS WHOLE- TIME DIRECTOR, DESIGNATED AS 'CHAIRMAN' OF THE COMPANY

Shri Pradeep Kumar Jain is one of the Promoter Directors and founder Chairman of the Company. His current tenure as Whole-time Director designated as 'Chairman' of the Company is for a period of five years with effect from March 01, 2006 which tenure would expire on February 28, 2011.

Shri Pradeep Kumar Jain, aged 46 years, Executive Chairman has over two decades of experience in the real estate sector. He has received 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, Shri Pradeep Kumar Jain is responsible for the overall working of the Company and is instrumental in making strategic decisions for the Company. Besides this, he also holds the Directorship in the following Companies:

- Parsvnath Film City Ltd.
- Parsvnath Retail Ltd.
- PDL Assets Ltd.
- Parsvnath Royal Orchid Hotels Ltd.
- Parsvnath Telecom Pvt. Ltd.
- Parsvnath Landmark Developers Pvt. Ltd.
- Parasnath And Associates Pvt. Ltd.
- Parasnath Travels & Tours Pvt. Ltd.
- Parsvnath Developers Pte. Ltd. , Singapore

- Parsvnath Hospitality Holdings Limited, Singapore
- Delhi Stock Exchange Limited
- Indo Continental Hotels & Resorts Ltd.
- New Hind Enterprises Pvt. Ltd.
- Honey Builders Pvt. Ltd.

Besides this, Mr. Jain is an eminent individual and is part of various National and International Boards and Bodies as given below:

- Member on the NYSE Advisory Board, New York, USA-only Indian to be invited by Mayor Bloomberg
- Board Member of APREA (Asia Pacific Real Estate Association), Singapore- only Indian to have the honor
- President CREDAI-NCR, an apex body of real estate developers
- Member of the Board and Chairman, Delhi Stock Exchange
- Governing Body member of Confederation of Indian Industry (CII - Delhi Council), Associated Chamber of Commerce & Industry (ASSOCHAM), PHDCCI, PHD Rural Development Foundation & Family Welfare, Delhi REDCO, Rajasthan Real Estate Development Council (RAJREDCO)
- President, Jain International Trade Organization (JITO)-NCR Chapter
- Managing Trustee and Vice Chairman, Moradabad Educational Trust, which runs the Moradabad Institute of Technology
- Vice President, All India Chess Federation
- Founder, Parsvnath Foundations, a Society formed as NGO, established mainly to attain social responsibilities, related to education and health care, thus providing aid to 5000 associated people.

In view of the vast experience and valuable contribution of Shri Pradeep Kumar Jain towards the growth of the Company, the Board at its meeting held on February 14, 2011 has decided to re-appoint Shri Pradeep Kumar Jain as Whole- time Director designated as 'Chairman' of the Company for a period of five years with effect from March 01, 2011 on the remuneration and terms & conditions duly approved by the Remuneration Committee as mentioned in the Resolution. The Board of Directors or any Committee thereof will decide / determine the components of the Salary, Allowances and Perquisites and fix and / or vary the Remuneration within the limit stated in Resolution at Item no. 1.

The re-appointment and remuneration of Whole- time Director requires consent of the members by virtue of Schedule XIII to the Companies Act, 1956 and therefore, the Directors recommend the Resolution at Item no. 1 for your approval as an Ordinary Resolution.

In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, your approval is being sought by voting by postal ballot.

None of the Directors of the Company except Shri Pradeep Kumar Jain, Shri Sanjeev Kumar Jain and Dr. Rajeev Jain, being the relatives of Shri Pradeep Kumar Jain are concerned or interested in the proposed resolution.

This Explanatory Statement along with the relevant Resolution may be treated as an abstract of the re-appointment of Whole-time Director and Memorandum of Interest under Section 302 of the Companies Act, 1956.

ITEM NO. 2 : RE-APPOINTMENT AND REMUNERATION OF SHRI SANJEEV KUMAR JAIN AS MANAGING DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY

Shri Sanjeev Kumar Jain is one of the Promoter Directors of the Company since incorporation and was appointed as Managing Director of the Company with effect from February 01, 2002. His current tenure as Managing Director of the Company is for a period of five years with effect from March 01, 2006 which tenure would expire on February 28, 2011.

Shri Sanjeev Kumar Jain, aged 41 years graduated with a Bachelor of Engineering (Civil) degree from the B. V. College of Engineering, Pune where he specialised in advanced construction technology. He has over 15 years of experience in the real estate sector. He currently heads the architectural, construction and purchase departments of the Company. Shri Sanjeev Kumar Jain is a member of Audit Committee of the Board of Directors of the Company. Besides this, he also holds the Directorship in the following Companies:

- Parsvnath Infra Ltd.
- Parsvnath Film City Ltd.
- Parsvnath Telecom Pvt. Ltd.
- Parsvnath Hotels Ltd.
- Parsvnath Retail Ltd.
- PDL Assets Ltd.
- Parsvnath Royal Orchid Hotels Ltd.
- Parsvnath Landmark Developers Pvt. Ltd.
- Parasnath And Associates Pvt. Ltd.
- Parsvnath MIDC Pharma SEZ Pvt. Ltd.
- Parsvnath Biotech Pvt. Ltd.
- Parsvnath Knowledge Park Pvt. Ltd.
- Parsvnath Cyber City Pvt. Ltd.
- Parsvnath Developers (SBBT) Pvt. Ltd.
- Parsvnath Developers (GMBT) Pvt. Ltd.
- Parsvnath Dehradun Info Park Pvt. Ltd.
- Parsvnath Indore Info Park Pvt. Ltd.
- Parsvnath Gurgaon Info Park Pvt. Ltd.
- Parsvnath Buildwell Pvt. Ltd.
- Amazon India Ltd.
- Primetime Realtors Private Ltd.
- Honey Builders Pvt. Ltd.
- New Hind Enterprises Pvt. Ltd.
- Nanocity Haryana Infrastructure Ltd.
- Vardaan Buildtech Pvt. Ltd.
- Palakkad Infrastructure Pvt. Ltd.

Shri Sanjeev Kumar Jain has contributed immensely in guiding the Company towards the path of success. The Board at its meeting held on February 14, 2011 has decided to re-appoint Shri Sanjeev Kumar Jain as Managing Director & Chief Executive Officer of the Company for a period of five years with effect from March 01, 2011 on the remuneration and terms & conditions duly approved by the Remuneration Committee, as mentioned in the resolution. The Board of Directors or any Committee thereof will decide / determine the components of the Salary, Allowances and Perquisites and fix and / or vary the Remuneration within the limit stated in Resolution at Item no. 2.

The re-appointment and remuneration of Managing Director requires consent of the members by virtue of Schedule XIII to the Companies Act, 1956 and therefore, the Directors recommend the Resolution at Item no. 2 for your approval as an Ordinary Resolution.

In compliance with the provisions of Section 192A of the

Companies Act, 1956 read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, your approval is being sought by voting by postal ballot.

None of the Directors except Shri Sanjeev Kumar Jain, Shri Pradeep Kumar Jain and Dr. Rajeev Jain, being the relatives of Shri Sanjeev Kumar Jain are concerned or interested in the proposed resolution.

This Explanatory Statement along with the relevant Resolution may be treated as an abstract of the re-appointment of Managing Director & Chief Executive Officer and Memorandum of Interest under Section 302 of the Companies Act, 1956.

ITEM NO. 3: RE-APPOINTMENT AND REMUNERATION OF DR. RAJEEV JAIN AS WHOLE- TIME DIRECTOR, DESIGNATED AS 'DIRECTOR (MARKETING)' OF THE COMPANY

Dr. Rajeev Jain is one of the Promoter Directors of the Company who 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. His current tenure as Whole-time Director designated as 'Director (Marketing)' of the Company is for a period of five years with effect from March 01, 2006 which tenure would expire on February 28, 2011.

Dr. Rajeev Jain, aged 38 years, is a qualified medical practitioner having graduated with an M.B.B.S. degree from J.N. College, Wardha, Nagpur University. He worked with Indraprastha Apollo Hospital from September, 1998 to November, 2001. He currently heads the marketing and commercial departments of the Company. Dr. Rajeev Jain has made valuable contribution towards the success and growth of the Company. The Board at its meeting held on February 14, 2011 has decided to re-appoint Dr. Rajeev Jain as a Whole-time Director designated as 'Director (Marketing)' for a period of five years with effect from March 01, 2011 on the remuneration and terms & conditions duly approved by the Remuneration Committee, as mentioned in the resolution. The Board of Directors or any Committee thereof will decide/determine the components of the Salary, Allowances and Perquisites and fix and / or vary the Remuneration within the limit stated in the resolution at Item no. 3.

The re-appointment and remuneration of Whole-time Director requires consent of the members by virtue of Schedule XIII to the Companies Act, 1956 and therefore, the Directors recommend the Resolution at Item no. 3 for your approval as an Ordinary Resolution.

In compliance with the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, your approval is being sought by voting by postal ballot.

None of the Directors except Dr. Rajeev Jain, Shri Pradeep Kumar Jain and Shri Sanjeev Kumar Jain, being the relatives of Dr. Rajeev Jain are concerned or interested in the proposed resolution.

This Explanatory Statement along with the relevant Resolution may be treated as an abstract of the re-appointment of Whole-time Director and Memorandum of Interest under Section 302 of the Companies Act, 1956.

By order of the Board
For Parsvnath Developers Limited

Place : New Delhi
Date : February 14, 2011

Sd/-
V. Mohan
Company Secretary