

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 51st Annual General Meeting of the Company will be held on Saturday, the 29th September, 2018 at 11.00 A.M at Sri Sathya Sai International Centre, Pragati Vihar, Bhisim Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi- 110003 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Pranav Ansal (DIN: 00017804), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Anil Kumar (DIN: 00002126), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. **To continue the directorship of Shri Dharmendar Nath Davar {DIN: 00002008} as an Independent Director.**

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

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, and the Companies {Appointment and Qualification of Directors} Rules, 2014, as amended from time to time, and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, Shri Dharmendar Nath Davar {DIN:00002008}, a Non- Executive Independent Director of the Company {having age of more than seventy five years}, who has been appointed by way of recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 12th August, 2014, for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019 {Being the first term of his appointment) and whose appointment has been approved by the shareholders by way of passing an Ordinary Resolution on the 29th September, 2014, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is not debarred from holding the office of director pursuant to any SEBI's order and not disqualified to continue to act as director under the Act and whose continuing the directorship has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on the 13th August, 2018, shall continue to hold the directorship as Non- executive Independent Director of the Company (not liable to retire by rotation) for the remaining part of his first term i.e. from the 29th September, 2018 to the 28th September, 2019 and all the existing terms and conditions of his directorship shall continue to apply to him without any change.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution”.

6. **To continue the directorship of Shri Prithvi Raj Khanna {DIN: 00048800} as an Independent Director.**

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

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, and the Companies {Appointment and Qualification of Directors} Rules, 2014, as amended from time to time, and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018, Shri Prithvi Raj Khanna {DIN: 00048800}, a Non- Executive Independent Director of the Company {having age of more than seventy five years}, who has been appointed by way of recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 12th August, 2014, for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019 {Being the first term of his appointment) and whose appointment has been approved by the shareholders by way of passing an Ordinary Resolution on the 29th September, 2014, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is not debarred from holding the office of director pursuant to any SEBI's order and not disqualified to continue to act as director under the Act and whose continuing the directorship has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on the 13th August,

2018, shall continue to hold the directorship as Non- executive Independent Director of the Company (not liable to retire by rotation) for the remaining part of his first term i.e. from the 29th September, 2018 to the 28th September, 2019 and all the existing terms and conditions of his directorship shall continue to apply to him without any change.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution”.

7. To continue the directorship of Dr. Ramesh Chandra Vaish {DIN: 01068196} as an Independent Director.

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

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, and the Companies {Appointment and Qualification of Directors} Rules, 2014, as amended from time to time, and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Dr. Ramesh Chandra Vaish {DIN: 01068196}, a Non- Executive Independent Director of the Company {having age of more than seventy five years}, who has been appointed by way of recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 12th August, 2014, for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019 {Being the first term of his appointment} and whose appointment has been approved by the shareholders by way of passing an Ordinary Resolution on the 29th September, 2014, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is not debarred from holding the office of director pursuant to any SEBI’s order and not disqualified to continue to act as director under the Act and whose continuing the directorship has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on the 13th August, 2018, shall continue to hold the directorship as Non- executive Independent Director of the Company (not liable to retire by rotation) for the remaining part of his first term i.e. from the 29th September, 2018 to the 28th September, 2019 and all the existing terms and conditions of his directorship shall continue to apply to him without any change.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution”.

8. To continue the directorship of Dr. Lalit Bhasin {DIN: 00001607} as an Independent Director.

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

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, and the Companies {Appointment and Qualification of Directors} Rules, 2014, as amended from time to time, and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Dr. Lalit Bhasin {DIN: 00001607}, a Non- Executive Independent Director of the Company {having age of more than seventy five years}, who has been appointed by way of recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 12th August, 2014, for a period of five consecutive years commencing from the 29th September, 2014 to the 28th September, 2019 {Being the first term of his appointment} and whose appointment has been approved by the shareholders by way of passing an Ordinary Resolution on the 29th September, 2014, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is not debarred from holding the office of director pursuant to any SEBI’s order and not disqualified to continue to act as director under the Act and whose continuing the directorship has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on the 13th August, 2018, shall continue to hold the directorship as Non- executive Independent Director of the Company (not liable to retire by rotation) for the remaining part of his first term i.e. from the 29th September, 2018 to the 28th September, 2019 and all the existing terms and conditions of his directorship shall continue to apply to him without any change.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution”.

9. To re-appoint Shri Pranav Ansal {DIN: 00017804} as Vice Chairman and Whole Time Director of a Company for a period of 5 {Five} years.

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

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 196, 197, 203 read with Schedule

V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies {Appointment and Remuneration Personnel} Rules, 2014 and in terms of the amended provisions of the existing Articles of Association of the Company (Article 117 {d}), and pursuant to all applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, the re-appointment and remuneration of Shri Pranav Ansal (DIN: 00017804), as Vice Chairman & Whole Time Director, the period of whose office shall be liable to determination by retirement by rotation, for a period of five years commencing from the 01st November, 2017 to the 31st October, 2022 on the following salary, perquisites and commission {in short, referred as "the remuneration"} and other terms and conditions, as recommended by the Nomination and Remuneration Committee at its meeting held on the 14th November, 2017 and approved by the Board of Directors at its meeting held on the 14th November, 2017 subject to the approval of shareholders, be and are hereby confirmed and approved:

I Salary

Salary of Rs. 9,20,000 (Rupees Nine Lakhs Twenty Thousand) per month in the grade of Rs.(4,00,000-40,000-8,40,000-80,000-16,40,000).

II Commission on Net Profit

Up to 1% of the Net Profit of the Company for each financial year computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and Rules framed there under, on the standalone audited results of the Company.

III Perquisites

In addition to the above, he shall be entitled to the following perquisites.

PART "A"

- a) **House Rent Allowance:-** Rs. 2,75,000/- (Rs. Two Lakhs Seventy Five Thousand only) per month.
- b) **Medical Reimbursement:-** Payable as per the rules of the Company.
- c) **Leave Travel Assistance:-** Payable as per the rules of the Company.
- d) **Club Fee:** All expenses of clubs, subject to a maximum of three clubs which include all the fees and all other incidental expenses.
- e) **Insurance:** Coverage under Group Mediciam / Accident /Other Insurances, premium not exceeding Rs. 1.5 Lakhs p.a.

PART "B"

- a) **Provident Fund:-** Company's contribution towards Provident Fund, as per rules of the Company, which are applicable from time to time, not being taxable under the Income Tax Act 1961, which at present is 12% of the basic salary.
- b) **Gratuity:-** Gratuity in accordance with the rules of the Company but not exceeding one-half month's basic salary for each completed year of service.
- c) **Leave:-** Leave shall be allowed with full pay and allowances as per the rules of the Company.

RESOLVED FURTHER THAT Shri Pranav Ansal be permitted use of one or more of Company's car/s with driver for official business of the Company as per the Car Policy of the Company, as may be amended from time to time.

RESOLVED FURTHER THAT Shri Pranav Ansal shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year the remuneration payable to Shri Pranav Ansal shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time.

RESOLVED FURTHER THAT during the period Shri Pranav Ansal remains as Vice Chairman & Whole Time Director, all other rules, regulations, etc. of the Company shall be applicable to him, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the duties and authorities assigned/delegated to Shri Pranav Ansal, in the past, from time to time, shall continue to remain in force, beside such other duties and authorities as may be assigned/delegated by the Board/ Chairman from time to time, and, his existing membership in the Committee/s of the Board shall continue, unless decided otherwise by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary and/or modify the

remuneration of Shri Pranav Ansal, in accordance with his salary grade, and other terms and conditions, from time to time, including grant of one or more additional increments, annually, based on his performance, after recommendation of his remuneration by the Nomination and Remuneration Committee, provided that the remuneration does not exceed the ceiling/s laid down under Section 197, Schedule V and/or other applicable provisions of the Act, as existing from time to time”.

10. To ratify the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31st March, 2019.

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

“**RESOLVED as an Ordinary Resolution** that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded to the Board of Directors of the Company (Board) for ratifying / confirming the remuneration of Rs. 1,50,000 {Rupees one lakh and Fifty thousand} excluding applicable tax payable to M/s J.D. Associates, Cost Accountants (Firm Registration No. 101443), whose appointment as Cost Auditor {including fixation of their remuneration} has been approved by the Board on the recommendation of the Audit Committee at their respective meetings held on the 13th August, 2018, for conducting the audit of the cost records of the Company for the Financial Year ending the 31st March, 2019.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution”.

11. To approve the power to mortgage, create charge on the Properties of the Company.

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

“**RESOLVED** as a Special Resolution that in supersession of the earlier resolution passed by the Company at its 47th Annual General Meeting held on the 29th September, 2014 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors which term include any Committee thereof, to mortgage and /or create charge on all the movable and immovable properties or such assets of the company wherever situated, present and future on such terms and conditions and at such time or times and in such form or manner as it may think fit, to or in favour of Financial Institutions/Banks/ Trustees/ Debenture holders/ Depositors/ Body Corporates to secure the Credit facilities both fund based and non fund based including term loans/ Debentures/other loans to be availed by the Company or by any other associate/ group Companies together with interest, costs, charges, expenses, and other monies including premium payable in this connection in terms of the agreement or any other facility document to be entered with Financial Institutions/ Banks/ Trustees/ Debenture holders/Depositors/ Body Corporates, in such manner as may be agreed to and thought expedient by the Board for the purpose of giving effect to this resolution.”

RESOLVED FURTHER THAT the Board of Directors of the Company or its Committee/s to which the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized and empowered, on behalf of the Company, to do or cause to be done all such acts, deeds, things and matters, as may be necessary, and, also incidental thereto to give effect to this Resolution”

Regd. Office:

115, Ansal Bhawan,
16, Kasturba Gandhi Marg, New Delhi - 110 001
CIN: L45101DL1967PLC004759
Email: shareholderservice@ansalapi.com

By and on behalf of the Board of Directors
for Ansal Properties & Infrastructure Ltd.

Sd/-
(ABDUL SAMI)
Company Secretary
FCS -7135

136, S.F.S Flats, Phase IV,
Ashok Vihar, New Delhi 110 052

Date : 13th August, 2018
Place: New Delhi

NOTES:

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item Nos. 5 to 11 of the Notice, is annexed hereto.
- b) The relevant information of directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of the Whole Time Directors, Joint Managing Director and Non Executive Independent Directors under Item Nos. 5 to 9 of the Notice, are also annexed.
- c) **A MEMBER (SHAREHOLDER) ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy in order to be effective must be deposited at the Company's Registered Office duly filled, stamped {wherever necessary} and signed, not less than FORTY-EIGHT (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution/authority, as applicable. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a single proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- d) Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slip enclosed herewith, duly filled, stamped and signed, mentioning therein details of their DP ID and Client ID / Folio No.
- e) Every member entitled to vote at the meeting of the Company shall be entitled during the period beginning twenty hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged (between 9.00 a.m. to 06.00 p.m.), provided not less three days' notice in writing of the intention is given to it.
- f) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company or upload it on remote e voting portal, well in advance, a certified true copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
- g) The Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 and Rules made there under, respectively, shall be available for inspection by any person having right to attend the AGM.
- h) All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 04.00 p.m. up to the date of the Annual General Meeting.
- i) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the 24th September, 2018 to Saturday, the 29th day of September, 2018 (both days inclusive).
- j) Members may note that the Annual Report including the Notice of 51st AGM and the route map shall be available at the website of the Company (www.ansalapi.com)
- k) Members are already aware that M/s. Link Intime India Pvt. Ltd. having their office at 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Cinema, New Delhi-110028, is the Registrar and Share Transfer Agent (STA) of the Company, both for electronic connectivity and Share Transfer work. Members can make correspondence with STA for Share Transfer requests, dividend and change of address and other related queries.
- l) Members holding shares in physical form are requested to immediately intimate any change in their residential address to the STA and /or e-mail, so that change could be effected in the Register of Members before Annual Book Closure.
- m) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail immediately to their respective Depository Participants to enable the Company to send communications. In view of the environment concern and also to save cost, the members are requested to intimate their e-mail ID to their DP to enable the Company to send the Annual Report by e-mail, which is the preferred way of communication in the tech savvy environment.
- n) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members

holding shares in physical form can submit their PAN to the Company / Registrar.

- o) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. They can contact the Company or STA for assistance in this regard. Further in terms of the amendment in the Regulation 40 of the Listing Regulations pursuant to the SEBI's circular dated the 08th June, 2018, transfer of securities shall be carried out in dematerialized form only, w.e.f the 05th December, 2018.
- p) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or STA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
- q) In case of joint holders attending the meeting, the shareholder 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.
- r) Members are hereby informed that pursuant to Section 124(5) of the Companies Act, 2013 ("Act"), the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investors Education and Protection Fund established by the Central Government under sub-section (1) of Section 125 of the Act.

The unclaimed dividends that are due for transfer to the Investor Education and Protection Fund are as follows:-

S.No	Date of Declaration of Dividend	For the year ended on	Due for transfer on
1	24.09.2011	31.03.2011	29.10.2018

Pursuant to Section 124(2) of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed dividend amounts lying with the Company as on 23rd September, 2017 (date of last Annual General Meeting) on the website of the Company (www.ansalapi.com).

Further pursuant to Section 124(6) of the Companies, Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendment Rules, 2017, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the Demat Account of Investor Education and Protection Fund (IEPF) Authority (Authority) within a period of thirty days of such shares becoming due to be transferred to the IEPF as per the procedure mentioned in the said Rules. However, in case any dividend is paid or claimed for any year during the said period of seven consecutive years, the share shall not be transferred to IEPF. The Company has transferred the shares, whose dividend is not claimed/ paid for the financial year ended on the 31st March, 2010 to the Authority. Details of the share transferred to Authority are available on the website of the Company (www.ansalapi.com). No claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends amount to IEPF, shareholders are entitled to claim the same from IEPF 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 Company along with the requisite documents enumerated in the Form IEPF-5. Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.

- s) The Company is registered with the following depositories for dematerialization of its Equity shares:-
 - i) National Securities Depository Ltd. (NSDL), at Trade World, A wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
 - ii) Central Depository Services (India) Ltd. (CDSL), at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai- 400013

The Registration no. granted by NSDL & CDSL is **ISIN INE-436A01026**.

- t) Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules framed thereunder, facility for making nominations is available to the shareholders, in respect of Equity shares, held by them. Requests for nomination facility shall be made in the prescribed form (SH.13).
- u) Members desiring any information/clarification on the Financial Statements are requested to write to the Company at its Registered Office at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.

v) In compliance with the provisions of Sections 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has entered into an agreement with our Registrar for facilitating remote e-voting to enable the members {shareholders} to cast their votes electronically on all resolutions set forth in this Notice. Please note that remote e-voting is an alternate mode to cast votes and it is optional.

w) **The instructions for Members (Shareholders) for remote e-voting are as under:-**

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under ‘Shareholders’ section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For shareholders holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Depository Participant or in the company record are requested to use the sequence number which is printed in the Ballot Form / Attendance Slip indicated on the PAN field.
DOB/DOI	Enter the DOB (Date of Birth) / DOI (Date of Incorporation) as recorded with Depository Participants or on the Company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of Ansal Properties & Infrastructure Limited.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call them at Telephone : 022 - 49186000.

❖ **A person, who has acquired share and become the Member of the Company after the dispatch of Notice of AGM and holding shares as on the cut off date i.e. the 22nd September, 2018, may follow the same procedure as mentioned above for remote e-Voting. Detailed procedure for obtaining Login ID details is also provided in the Notice of AGM which is available at the Company’s website www.ansalapi.com and also on the website of the Registrar at <https://instavote.linkintime.co.in>.**

❖ **Other details :**

1. The remote e-voting period begins on Wednesday, the 26th September, 2018 (9:00 a.m.) and ends on Friday, the 28th September, 2018 (5:00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 22nd September, 2018, may cast their vote electronically. The remote e-voting portal where votes are cast shall be disabled by the Registrar for voting thereafter.

2. The facility of voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
3. Members who have exercised their voting right through remote e-voting prior to AGM may also attend the meeting but shall not be eligible to cast vote again through polling paper.
4. 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. 22nd September, 2017.
5. APAC & Associates LLP, Company Secretaries {Firm registration no. AAF-7948}, having its head office at 310, Agarwal Cyber Plaza –I, Netaji Subhash Place, Pitampura, New Delhi-110034, has been appointed as the Scrutinizer to scrutinize the voting process {including remote e- voting} in a fair and transparent manner.
6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or the person authorised by him in writing who shall countersign the same.
7. The Result shall be declared by the Chairman of the Company or person authorised by him. The Results declared along-with the consolidated Scrutinizer's Report shall be placed on the Company's website i.e., www.ansalapi.com and on the website of the Registrar after the result is declared and simultaneously communicated to the BSE Limited (<http://www.bseindia.com>) and the National Stock Exchange of India Limited (www.nseindia.com).

Note in respect of Second reminder for Updating the KYC details and intimation to dematerialise physical securities.:-

In terms of the SEBI Circulars No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 and SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th July, 2018 the Company has dispatched the first letter for seeking the KYC details by speed post on dated 26th July, 2018 to all the shareholders holding shares in physical mode. In terms of the above circular the Company is now sending the first reminder letter seeking KYC details of the shareholders, with this Annual Report to the shareholders who are holding shares in physical mode.

EXPLANATORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013

Item nos. 5 to 8:

The Board of Directors of the Company (Board) at their meeting held on the 12th August, 2014 had appointed Shri Dharmendar Nath Davar, Shri Prithvi Raj Khanna, Dr. Ramesh Chandra Vaish and Dr. Lalit Bhasin as Non- Executive Independent directors of the Company (not liable to retire by rotation) for a period of five consecutive years, w.e.f. the 29th September, 2014 to the 28th September, 2019 (Being the first term of their appointment), in terms of the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the amended Clause 49 of the erstwhile Listing Agreement entered with the Stock Exchanges on the recommendation of the Nomination and Remuneration Committee at their meeting held on the said date subject to the approval of the shareholders by way of passing Ordinary Resolution/s. Subsequently, their appointments were approved by the shareholders on the 28th September, 2014.

The Securities and Exchange Board of India (SEBI) on the 02nd September, 2015 had notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations) in place of the Listing Agreement executed with the Stock Exchanges.

SEBI (Listing Obligations and Disclosure Requirements)(Amendment) Regulations, 2018 (Amended Listing Regulations) have been notified on the 09th May, which inter alia, stipulates that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Board and the Nomination and Remuneration Committee believe that the justification for continuing the directorships of Shri Dharmendar Nath Davar, Shri Prithvi Raj Khanna, Dr. Ramesh Chandra Vaish and Dr. Lalit Bhasin, as Non- Executive Independent Directors of the Company, (who have attained the age of seventy five years), is that all of such Directors

are eminent personalities and experts in their respective fields who have been contributing immensely to the growth & development of the Company and its projects and business for long periods during their terms as Independent Directors. Moreover, the Company's success has been to a great extent attributed to their contributions and presence in the Board, and that it is expected that their continuing presence as Non-Executive Independent Directors shall be significantly beneficial to the Company and its business, in the future.

In view of the above, The Board at their meeting held on the 13th August, 2018 has approved the continuing of the directorships of Shri Dharmendar Nath Davar, Shri Prithvi Raj Khanna, Dr. Ramesh Chandra Vaish and Dr. Lalit Bhasin as Non- Executive Independent directors of the Company (not liable to retire by rotation) for remaining part of their first term {i.e. till the 28th September, 2019}, in compliance with the requirements of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Regulations as amended on the recommendation of the Nomination and Remuneration Committee at their meeting held on the said date, subject to the approval of the shareholders by way of passing Special Resolution/s.

The above mentioned independent directors have given a declaration that they meet the criteria of independence as provided under Section 149 (6) of the Act and are not debarred from continuing their directorships pursuant to any SEBI's Order. Moreover, they are also not disqualified to continue their directorships under the Act.

In the opinion of the Board, the abovementioned Independent Directors fulfil the conditions specified in the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 for appointment as Independent Directors and they are independent of the Management.

In compliance with the Listing Regulations as amended, the continuation of the directorships of the above Directors as Non Executive Independent Directors is now being placed before the shareholders in this AGM for their approval by way of passing the Special Resolution/s.

Brief resume of Shri Dharmendar Nath Davar, Shri Prithvi Raj Khanna, Dr. Ramesh Chandra Vaish and Dr. Lalit Bhasin and other information as required to be given in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given as a part of this notice of AGM and also forms part of Directors Report for the Financial Year 2017-18

The Memorandum & Articles of Association of the Company can be inspected by members of the Company in physical form at its Registered Office of the Company on all working days, except Saturdays, during business hours (i.e., 11:00 a.m. to 4:00 p.m.) up to the date of the Meeting.

Your Directors recommend passing the proposed Resolution given in Item Nos. 5 to 8 as Special Resolution/s.

Save and except the aforesaid Independent Directors, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in these proposed Resolutions.

Item No. 9

The Board of Directors of the Company (Board) at their meeting held on the 10th November, 2012 had re- appointed Shri Pranav Ansal {DIN: 00017804} as Vice Chairman & Managing Director of the Company for a period of 05 years, w.e.f. the 01st November, 2012 to the 31st October, 2017 on the recommendation of the Nomination and Compensation / Remuneration Committees at their respective meetings held on the same date subject to the approval of the members by way of passing an Ordinary Resolution. He has been re-designated as Vice Chairman & Whole Time Director of the Company w.e.f the 09th August, 2013. Subsequently, his appointment was approved by the members on the 27th September, 2013 including the payment of his remuneration. Accordingly, the tenure of his re-appointment as Vice Chairman & Whole Time Director had expired on the 31st October, 2017.

The Board of Directors at their meeting held on the 14th November, 2017 have approved the re-appointment and remuneration of Shri Pranav Ansal as Vice Chairman and Whole Time Director for a period of five years commencing from the 01st November, 2017 to the 31st October, 2022, in terms of the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 {"Act"}, and the Rules framed there under on the basis of the recommendation of the Nomination and Remuneration Committee at their meeting held on the said date subject to the approval of the members by way of passing an Ordinary Resolution at the next General Meeting. However, the appointment with remuneration is subject to all the statutory provisions of the Companies Act, 2013 ("Act") including Section 197(3) of the Act regarding payment of the remuneration during the Financial Year, when the Company has no profits or its profit are inadequate.

Shri Pranav Ansal satisfies all the conditions set out in Part –I of Schedule V of the Act for being eligible for his re-appointment and he is not debarred from holding the office of director pursuant to SEBI's order.

Shri Pranav Ansal, a prominent industrialist, is consolidating and expanding the great legacy of the Ansal API Group. He is the driving force behind Ansal Plaza, Delhi which sparked the Mall revolution in the Country. His brief profile and other disclosures, as required to be given in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting , is given as a part of this notice of AGM and also forms part of Directors Report for the Financial Year 2017-18.

The aforesaid re-appointment and remuneration of Shri Pranav Ansal which are subject to the approval of the shareholders by way of passing an Ordinary Resolution, in terms of the recommendation of Nomination and Remuneration Committee and approval of the Board under the provisions of the Companies Act, 2013 and other applicable provisions, if any of the Act be regarded as written memorandum setting out the terms and conditions of his re-appointment and remuneration pursuant to Section 190 of the Act which is available at the Registered office of the Company.

Details of the re-appointment including terms and conditions along with the salary, perquisites and commission {in short, remuneration} of Shri Pranav Ansal, is set out in Resolution mentioned at item no . 9.

The Memorandum & Articles of Association of the Company can be inspected by members of the Company in physical form at its Registered Office of the Company on all working days, except Saturdays, during business hours (i.e., 10:00 a.m. to 5:30 p.m.) up to the date of the Meeting.

Your Directors recommend passing the proposed Resolution given in Item No. 9 as an Ordinary Resolution.

Except Shri Pranav Ansal, Vice Chairman and Shri Sushil Ansal, Chairman and Whole Time Director, father of Pranav Ansal, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in this proposed Ordinary Resolution.

Item No. 10

In terms of the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), it is required to appoint the Cost Auditor to conduct the audit of the cost records of the Company. The remuneration of Cost Auditor is required to be ratified by the Members of the Company.

M/s J.D. Associates, Cost Accountants, Firm Registration No. 101443, has been appointed as Cost Auditor by the Board of the Company {Board} on the recommendation of the Audit Committee at their respective meetings held on the 12th August, 2017, to conduct the audit of the cost records of the Company for the Financial Year ending the 31st March, 2018 at the remuneration amounting Rs. 1,50,000 {Rupees one lakh and Fifty Thousand } excluding applicable tax.

In compliance with the provisions of said Section the remuneration of the Cost Auditor for the Financial Year 2018-19 is now being placed before the Members at this AGM for their ratification and confirmation.

The Memorandum & Articles of Association of the Company can be inspected by members of the Company in physical form at its Registered Office of the Company on all working days, except Saturdays, during business hours (i.e., 10:00 a.m. to 5:30 p.m.) up to the date of the Meeting.

Your Directors recommend passing the proposed Resolution given in Item No. 10 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in the proposed Ordinary Resolution.

Item No. 11

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the members by a Special Resolution is necessary to mortgage and /or create charge on the immovable and movable properties or otherwise dispose off the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking the whole or substantially the whole of any such undertakings. Since mortgaging by the company of its movable or immovable properties in favour of various Financial Institutions/ Banks/ Trustees/ Debenture holders/ Depositors/ Body Corporates for availing terms loans/other secured borrowings is regarded as disposal of the company's properties/undertakings, it is necessary for the members to pass the resolution under Section 180(1)(a) of the Companies Act, 2013 by way of special

resolution.

The members of the Company had passed a Special resolution under Section 180(1)(a) approving the power to mortgage or create charge on 47th AGM of the Company held on the 29th September, 2014.

However the same does not cover the power to mortgage / charge on the properties of the Company in case of borrowing done by any associate/subsidiary company of your Company.

Accordingly the Special Resolution dated 29th September, 2014 is proposed to be modified to cover the borrowings by the associate and subsidiary Companies of the Company.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Special Resolution set out at Item no. 11 of the Notice for approval by the members.

Regd. Office:

115, Ansal Bhawan,
16, Kasturba Gandhi Marg,
New Delhi - 110 001
CIN: L45101DL1967PLC004759
Email: shareholderservice@ansalapi.com

**By and on behalf of the Board of Directors
for Ansal Properties & Infrastructure Ltd.**

**(ABDUL SAMI)
Company Secretary
FCS- 7135
136, SFS Flats, Phase 4,
Ashok Vihar, New Delhi 110052**

Date : 13th August, 2018

Place: New Delhi

ANNEXURE TO THE NOTICE DATED THE 13th AUGUST, 2018

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DETAILS OF THE WHOLE TIME DIRECTORS (WTD), JOINT MANAGING DIRECTOR & NON EXECUTIVE INDEPENDENT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director/s	Shri Sushil Ansal Chairman & WTD	Shri Pranav Ansal, Vice Chairman & WTD	Shri Anil Kumar, Joint Managing Director & CEO	Shri D.N Davar, Non Executive and Independent Director	Shri P.R. Khanna, Non Executive and Independent Director	Dr. R.C Vaish, Non Executive and Independent Director	Dr. Lalit Bhasin, Non Executive and Independent Director
Ref. of item no. of Notice dated the 13th August, 2018	2	3 & 9	4	5	6	7	8
Date of Birth	11.11.1939	27.11.1968	01.09.1959	08.08.1934	02.07.1933	19.06.1941	19.01.1939
Age of Directors	79 Years	50 years	59 Years	84 years	85 years	77 years	79 years
Date of First Appointment on the Board	30.06.1967	22.04.2006	01.04.2005	16.08.1995	30.08.2003	11.02.1992	30.10.2002
Qualifications	B.A. (Hons) in Economics	B.Com(H)	D.C.L., ACS, FCA, and LL.B	<ul style="list-style-type: none"> • B. Com (Hons) • M.A. (Economics) • Certified Associate of Indian Institute of Bankers • Fellow of Economics Development Institute of the World Bank 	Fellow Member of ICAI	M.A. (Accounting), M.Com, LL.B, Ph.D (Eco), FCA	B.A. (Hons.) LL.B.
Expertise in specific functional areas / Experience	Shri Sushil Ansal, is the driving force behind the Ansal API Group. He has been the Chairman of Overseas Construction Council of India. He is Past President of PHD Chamber of Commerce and Industry and has been the Chairman of	Shri Pranav Ansal, is a prominent industrialist who is expanding the great legacy of the Ansal API Group. He is a graduate from Hans Raj College (Delhi University) and initially joined the Company as a Management	Shri Anil Kumar, a noted professional in Finance and Accounts, has many professional degrees. He started his career in 1982 with a proficient firm and thereafter joined Superior Air Products Limited. He had joined the	Shri Davar, a distinguished professional development banker with innate expertise in corporate management. He joined Industrial Finance Corporation of India (IFCI), a well known financial institution and retired on completion of two terms	Shri Khanna, a notable professional, is a Member of the Institute of Chartered Accountants of India, has Shri Khanna, a notable professional, is a Fellow Member of the Institute of Chartered Accountants of India, having over 57 years	Dr. Vaish is an eminent practicing Chartered Accountant having more than 51 years of rich and varied experience with specialization in international taxation and finance planning and off-shore investment. Dr. Vaish has an outstanding	Dr. Bhasin, is an illustrious lawyer with four decades of law practice. He has held / holds several important posts as Chairman, Film Certification Appellate Tribunal, President, Inter Pacific Bar Association, Vice-President, Bar

<p>National Housing Committee of Federation of Indian Chambers of Commerce and Industry. He has been actively associated with several other-Chambers including as an active spokesperson of trade and industry. He is also engaged in various charitable and social up-lift projects through their various Trusts of which he is the Chairman. He introduced the shopping mall culture in North India by building "Ansal Plaza"</p> <p>in the year 1998 followed by a chain of malls. For his outstanding contribution in the construction and real estate industry in India and abroad, he has been honored on many occasions.</p>	<p>Trainee. He is the driving force behind Ansal Plaza, Delhi which sparked off the Mall revolution in the Country. He has taken upon the mantle of expanding the Group's business to new horizons and is responsible for extending the Ansal API brand name to new geographies in the areas of township development and innovative commercial set ups with international standards.</p>	<p>Company in 1999 as Vice President – Finance and at present is also Joint Managing Director & CEO of the Company.</p>	<p>spreading eight years as its Executive Chairman in 1992. He had also been on the Boards and Executive Committees of IDBI and IRBI for nearly 8 years and also on the Board of LIC Housing Finance Co. He has been for several years, a part time consultant to the World Bank, UNIDO and KFW. Presently he is on the Boards of several reputed companies, training institutions and non-governmental (social) organizations.</p>	<p>of experience in practice. Shri Khanna started his career in 1956 as a practicing Chartered Accountant. He was a senior partner in Khanna & Annadhanam, Chartered Accountants and retired in May 1998 and was also Partner in charge of Delhi office of Deloitte Haskins & Dells. Shri Khanna has vast experience & knowledge in finance, accounting, company law and corporate consultancy matters. During his career, he served as Chairman, NIRC & Member Central Council of the ICAI. He also served as Chairman of the Company Law Committee, Member of the Accounting Standard Board etc., of the ICAI. He had also acted as Member, Board of Trustees of UTI and SUN F&C Mutual Fund and as a Director of SBI and UTI Asset Management Co. Limited. He was a past member of the governing body of Shri Ram College of Commerce,</p>	<p>academic record and after teaching at University of Florida, USA, has worked with Coopers and Lybrand in New York, London and New Delhi. He has been a Senior Counsel, Tax and Business Advisory Services at Pricewaterhouse Coopers, New Delhi besides being the member of Company Law Advisory Committee, Regional Tax Advisory Committee, and various fiscal committees of apex chambers of commerce like FICCI and ASSO-CHAM</p>	<p>Association of India, President, The Society of Indian Law Firms, President, India Society for Afro Asian Studies, Chairman, Services Export Promotion Council, Honorary Life Member of International Bar Association, Member of the Central Council of The Institute of Company Secretaries of India, Member of High level group constituted by the GOI, Ministry of Company Affairs for setting up Indian Institute of Corporate Affairs (IICA), Executive President, The India Law Foundation, and as Treasurer of Institute of Marketing & Management. He has received several awards including the Indira Gandhi National Unity Award, Award for excellence in professionalism by Institute of Marketing Management, Indira Gandhi Priyadarshani Award, Award of Distinction by International Bar</p>
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<p>Association etc. He has authored several books on diverse subjects. He has been nominated on the Advisory Committee of the Central Government for advising on matters arising out of the administration of the Companies Act. He has been appointed as a Member of Committee of Experts for review of Cinematograph Act, 1952 by the Ministry of Information and Broadcast, Government of India. Moreover, he has been conferred the Degree of Doctor of Laws (LL.D) Honoris Causa with full honours and rights and privileges by the University of Rajasthan.</p>	<ol style="list-style-type: none"> 1. Godfrey Philips India Ltd. 2. Asian Hotels (West) Ltd. 3. Asian Hotels (North) Ltd. 4. United Breweries (Holdings) Ltd.
<p>Delhi and presently a member of governing body of Shriram Industrial and Scientific Research Foundation.</p>	<ol style="list-style-type: none"> 1. Omax Autos Limited 2. Roto Pumps Limited 3. Ginni Filaments Ltd.
<p>Delhi and presently a member of governing body of Shriram Industrial and Scientific Research Foundation.</p>	<ol style="list-style-type: none"> 1. Indag Rubber Ltd. 2. DCM Shriram Industries Ltd.
<p></p>	<ol style="list-style-type: none"> 1. Sandhar Technologies Limited 2. Maral Overseas Limited 3. HEG Limited 4. RSWM Limited 5. OCL India Limited 6. Titagarh Wagons Limited
<p></p>	<p>Nil</p>
<p></p>	<p>Nil</p>
<p></p>	<p>Nil</p>
<p>Name of other listed companies in which Directorships held by such persons</p>	<p>Nil</p>

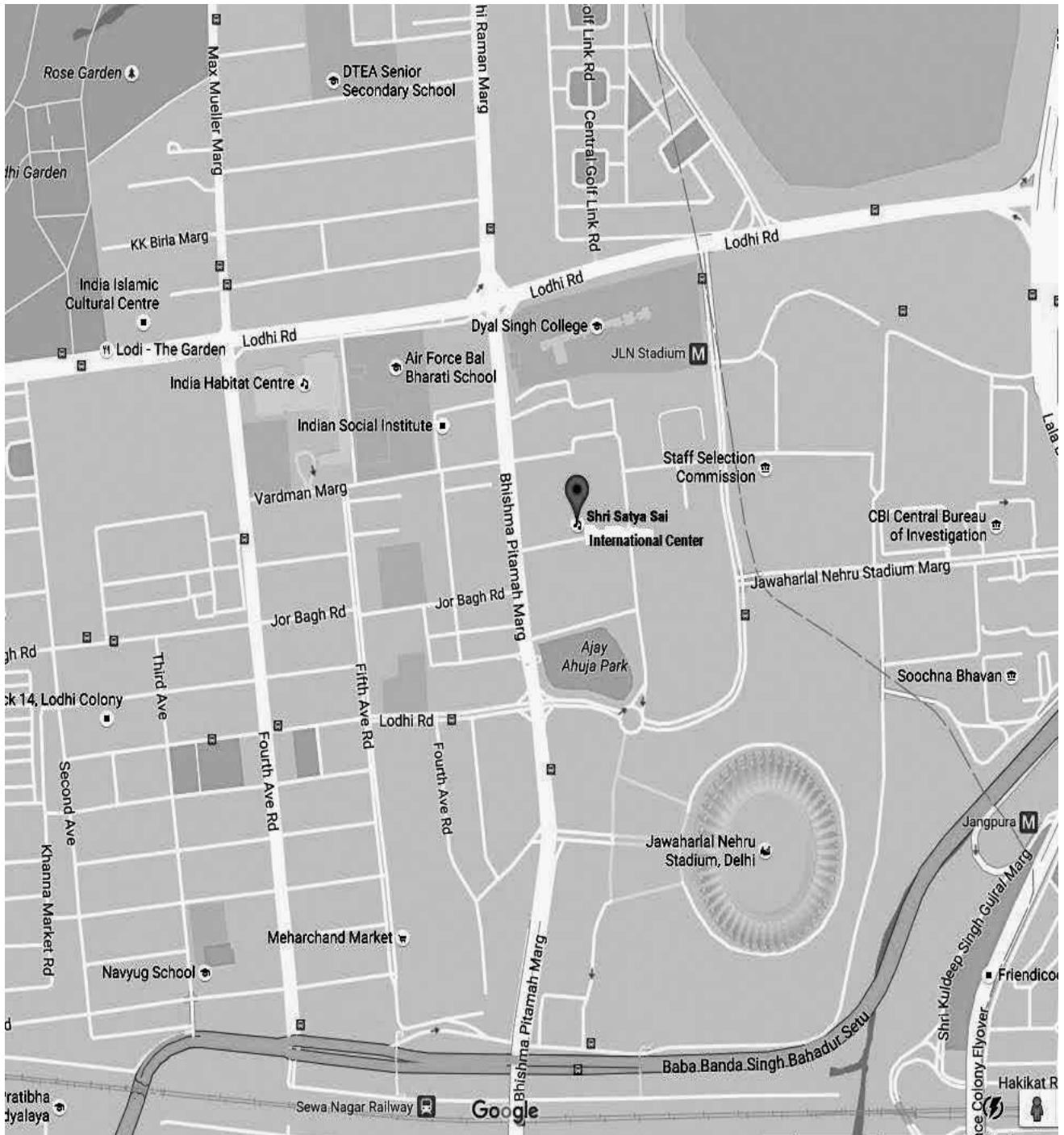
Name of other listed companies in which such persons holding Membership of committee of the Board	Nil	Nil	Nil	1. HEG Limited 2. Titagarh Wag- ons Limited. 3. OCL India Limited 4. Maral Overseas Ltd. 5. RSWM Ltd.	1. Indag Rubber Ltd. 2. DCM Shriram Industries Ltd.	1. Ormax Autos Limited 2. Roto Pumps Limited	1. Godfrey Phillips India Ltd. 2. Asian Hotels (North) Ltd.
Remuneration Last drawn	Details of last drawn remuneration are mentioned in the Corporate Governance report forms part of the Directors Report						
No. of meeting of the Board attended during the year	Details of the meetings attended during the year are mentioned in the Corporate Governance report forms part of the Directors Report						
Shareholding in the Company	14340225	7971850	Nil	1000	Nil	Nil	Nil
Relationship between directors inter-se	Father of Shri Pranav Ansal.	Son of Shri Sushil Ansal.	Not related	Not related	Not related	Not related	Not related


MEMBERS / SHAREHOLDERS ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT AT THE MEETING. NO ADDITIONAL COPIES SHALL BE SUPPLIED AT THE VENUE.

Important communication to Members (Shareholders)

The Ministry of Corporate Affairs, Govt. of India (MCA) as a part of its "Green Initiative in the Corporate Governance" permits paperless compliances by companies by way of, inter alia, service of all notices/documents including Annual Reports by companies to its members, through electronic mode instead of physical mode. Your Company has been supporting this Green Initiative since many years and likewise the Company has sent the Annual Report for the Financial Year 2017-18 including the notice of this AGM through e-mail addresses to those members whose e-mail addresses are available with the Depository Participants (DPs). Remaining members holding shares in demat mode as well as in physical mode are again requested to register their e-mail addresses, in respect of their demat holdings through their concerned DPs, and/or send particulars of their e-mail addresses to the Company at its Registered Office, to support the Green Initiative of the Government.

**Route map to the venue of the 51st Annual General Meeting (AGM) of
Ansal Properties & Infrastructure Limited**



 **Sri Sathya Sai International Centre,**
Pragati Vihar, Lodhi Road, New Delhi-110003