



ANSAL PROPERTIES & INFRASTRUCTURE LIMITED

Registered Office: 115, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi - 110001

Mobile: 91-9871053419, **Tel.:** 011-23353550, 66302269/72

Corporate Identity Number: L45101DL1967PLC004759

Website: www.ansalapi.com; **Email:** shareholderservice@ansalapi.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To

The Members (Shareholders) of Ansal Properties & Infrastructure Limited

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ("SS-2"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, it is proposed to seek the consent of the Members ("Shareholders") of Ansal Properties & Infrastructure Limited ("Company"), for the resolution/s appended herein below through Postal Ballot ("Postal Ballot") by way of remote electronic voting ("E-voting").

The Explanatory Statement pertaining to the proposed Special resolution/s setting out the material facts and the reasons thereof is annexed hereto along with this Notice for your kind consideration.

In view of the present COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular Nos. 33/2020, 20/2020, 17/2020 and 14/2020 dated the 28th September, 2020, 05th May, 2020, 13th April, 2020 and 08th April, 2020, respectively, (collectively referred to as MCA Circulars) and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the Company proposes for passing of resolution/s as per this Postal Ballot Notice.

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, SS-2 and the Regulation 44 of the Listing LODR Regulations, the Company is pleased to offer E-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has entered into an agreement with M/s. Link Intime India Private Limited ("Registrar", "RTA" or "Link Intime") our Registrar, for facilitating E-voting. The communication of assent/ dissent of the Members on the resolution/s will only take place through the E-voting system.

The E-voting facility is available at the link <https://instavote.linkintime.co.in>. The said Portal for E-voting will remain open for the Members for exercising their voting from Sunday, the 20th December, 2020 at 09:00 a.m. India Standard Time ("IST") till Monday, the 18th January, 2021 at 05:00 p.m. (IST), both days inclusive. For the process and the manner in which E-voting has to be undertaken by the members, please refer to the instructions for E-voting provided in this Notice.

The Postal Ballot Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depository Participant/ Depository in accordance with the aforesaid MCA Circulars, as on the cut-off date i.e. Friday, the 11th December, 2020. Members may note that the Postal Ballot Notice shall also be available on the Company's website www.ansalapi.com, website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and websites of the Stock Exchanges, i.e. National Stock Exchange of India Limited and BSE Limited, at www.nseindia.com and www.bseindia.com, respectively.

In compliance with the requirements of the MCA Circulars due to the COVID-19 pandemic, hard copy

of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Directors of the Company have appointed APAC & Associates LLP, Company Secretaries {ICSI unique Code no. P2011DE025300}, having its head office at 604-605 PP City Centre, Road no. 44, Pitampura, New Delhi-110034, as the Scrutinizer for conducting the Postal Ballot process (including E-voting process) in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny of Postal Ballot process (including E-voting), will submit his report to the Company on or before Tuesday, the 19th January, 2021. In addition to the results being communicated to the Stock Exchanges where securities of the Company are listed, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.ansalapi.com and the website of the Registrar on <https://instavote.linkintime.co.in>. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.

SPECIAL BUSINESS:

1. To consider the proposal of issue and allotment of Warrants, on Preferential basis, to specified Non-Promoters (Public)

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 23, 42 and 62(1) (c) of the Companies Act, 2013 (“the Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures Rules), 2014 and other applicable provisions, if any of the Act (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/ or the National Stock Exchange of India Limited and BSE Limited (“Stock Exchanges”), where the Equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions of regulatory and other appropriate authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee/s already constituted or to be constituted by the Board to exercise its powers including the powers conferred hereunder or any officer/s of the Company and/ or any person/s authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the ICDR Regulations (“Preferential Issue”), up to an aggregate of 5,00,10,000 (Five Crores and Ten Thousand) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5/- (Rupees Five) each of the Company (“Warrants”), at an exercise price of Rs 7/- (including a premium of Rs 2/-) per Equity share (“Exercise Price”), to following Non-Promoters (Public), in such manner and on such terms and conditions as the Board may deem fit:-

- (a) Up to 1,00,00,000 (One Crore) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 7,00,00,000/- (Rupees Seven Crores only) to Sanjeev Dewan, a Non Resident Indian (PAN: EYOPD9482H) having his residence at 904, Hercules Tower, Living

Legends Projects, Dubailand, Dubai United Arab Emirates.

- (b) Up to 1,00,00,000 (One Crore) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 7,00,00,000/- (Rupees Seven Crores only) to M/s Odyssey Infrastructure Private Limited, an Indian Company (PAN: AADCO0809K) having CIN No. U45209MH2019PTC334281, and its Registered office at Shop no. 12, Ground Level Dewan Centre, S V Road, Jogeshwari (W), Mumbai City, Pune, Mumbai 400102.
- (c) Up to 1,00,00,000 (One Crore) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 7,00,00,000/- (Rupees Seven Crores only) to M/s Tapioca Starch Industries Private Limited, an Indian Company (PAN: AAICT1070G) having CIN No. U15134MH2020PTC346305, and its Registered office at Flat E/2, Fifth Floor, Joshi Apartments, plot 290, TPS III, S V Road, Bandra (w), Mumbai 40050.
- (d) Up to 1,00,00,000 (One Crore) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 7,00,00,000/- (Rupees Seven Crores only) to Rakesh Omprakash Seth, an Indian Resident (PAN: AAPPS6486D) having his residence at 602 Manish Sea Croft Building, Sherly Rajan Road, Opposite Western Railway Quarters, Bandra West, Mumbai, Maharashtra, 400050.
- (e) Up to 1,00,00,000 (One Crore) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 7,00,00,000/- (Rupees Seven Crores only) to Jaju Akshat Dinesh, an Indian Resident (PAN: ALIPJ5731C) having his residence at 901/2B, Excellency, 4th cross lane, Lokhandwala, Andheri (w) , Mumbai 400053.
- (f) Up to 10,000 (Ten Thousand) nos. of Warrants at Exercise Price, for a cash consideration, aggregating to Rs. 70,000 (Rupees Seventy Thousand only) to Mrs. Gopika Nina Pillai, an Indian Resident (PAN: ARKPP6110B) having her residence at G 1, Ground Floor, Block G, Anand Niketan, Chanakya Puri S.O, South West Delhi, Delhi 110021.

(hereinafter individually or collectively referred to as “Investors” or “Allottees”)

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations the “Relevant Date” for the purpose of calculating the Exercise Price of the Warrants be and is hereby fixed as Friday, the 18th December, 2020, being the last working day preceding the date, which is 30 days prior to the date on which the Resolution shall deemed to be passed, i.e. Monday, the 18th January, 2021.

RESOLVED FURTHER THAT:

- (i) the Warrants to be allotted to the Investors shall be in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or Regulatory Authorities, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.
- (ii) the Equity shares to be allotted pursuant to the conversion of Warrants shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the then existing fully paid-up Equity shares of the Company with respect to Dividend and Voting Rights etc.
- (iii) an amount, in cash, equivalent to 25% of the Exercise Price shall be payable on or before allotment of Warrants and the balance 75% of the Exercise Price shall be payable on or before exercise of the entitlement attached to such Warrants by the Investors from their bank account, and in case Warrant holder does not exercise option to take Equity shares against any of the Warrants held by the Warrant holder, the consideration already paid in respect of such Warrants shall be forfeited by the Company.
- (iv) the monies received by the Company from the Investors pursuant to the Preferential Issue shall be kept by the Company in separate bank account/s opened/designated by the Company for

this purpose and shall be utilised in terms of the provisions of the Companies Act, 2013 and rules made there under.

- (v) the entire pre-preferential allotment equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- (vi) the Warrants and/or the Equity shares to be offered, issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in as provided under the provisions of Chapter V of the ICDR Regulations.
- (vii) the Warrants shall be convertible into Equity shares, in one or more tranches, within a period of 18 months from the date of allotment, and the number of Equity shares that each Warrant gets converted into and the Exercise price shall be appropriately adjusted for the corporate actions such as bonus issues, rights issues and stock split etc.
- (viii) the Board shall decide and approve the other terms and conditions of the Preferential Issue subject to agreement with the Investors and in compliance with the provision of Chapter V of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Investors through private placement offer letter in Form No.PAS-4 or any other form/ document etc. as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue and allotment of Warrants and /or Equity shares upon exercise of the entitlement attached to the Warrants, the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, filing application/s, submission of information/documents/instructions, execution of corporate actions, issuing clarification on the offer, as may be required for seeking all applicable regulatory approvals/ filings, to give effect to the issue, allotment and listing of Equity shares to be allotted upon conversion of Warrants, as they may, in their absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive and confirm the advance subscription from the proposed Allottees, to issue and allot Equity shares to be allotted upon conversion of the Warrants, listing of Equity shares at Stock Exchanges, where the Equity shares of the Company are listed as per the terms and conditions of LODR Regulations and other applicable Guidelines, Rules and Regulations, issuing certificates/ clarifications, and, entering into contracts, arrangements, agreements, including share subscription agreements, documents in connection with and incidental thereto and to resolve all questions and doubt that may arise with respect to the offer, issue and allotment of Warrants and /or Equity shares upon conversion of Warrants, and to authorize all such person(s) as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board and/or its committee and/or officer/s of the Company, or any person/s to which/whom the Board and /or its committee/s 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.”

2. To approve the appointment of Shri Dinesh Chander Gupta (DIN: 00840629) as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED as an Ordinary Resolution that pursuant to Section 161 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and the provisions of Articles of Association of the Company, Shri Dinesh Chander Gupta (DIN: 00840629), who has been appointed as an Additional Director, w.e.f the 14th September, 2020, on the Board of the Company on the recommendation/confirmation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 14th September, 2020 with effect from this date, and who is not debarred from holding the

office of directors pursuant to any SEBI's Order or any other authority, be and is hereby appointed as Director of the Company liable to retire by rotation.”

3. **To approve the appointment of Shri Dinesh Chander Gupta (DIN: 00840629) as Whole Time Director and CEO of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“**RESOLVED as an Ordinary Resolution** that pursuant to the provisions of Sections 149, 196, 197, 203 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V (including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), and, provisions of the Articles of Association of the Company, as amended, from time to time, Shri Dinesh Chander Gupta (DIN:00840629), be and is hereby appointed, with effect from the 14th September, 2020, as Whole Time Director of the Company (designated as Whole Time Director and CEO of the Company), for a period of 03 (three) years, commencing from the 14th September, 2020 to 13th September, 2023, liable to retire by rotation with NIL remuneration.

RESOLVED FURTHER THAT Shri Dinesh Chander Gupta 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 profits of the Company arising in any financial year, in future and/or continuation of profit thereafter, remuneration be paid to Shri Dinesh Chander Gupta, and such remuneration 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 and shall be subject to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company.

RESOLVED FURTHER THAT during the period Shri Dinesh Chander Gupta remains as Whole Time Director & CEO, 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 Dinesh Chander Gupta 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/ Vice Chairman from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary and/or modify the remuneration of Shri Dinesh Chander Gupta, in the event of profit arising in any financial year, in future and/or continuation of profit thereafter, in accordance with applicable salary grade, and other terms and conditions, from time to time, after approval 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.”

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)
General Manager (Corporate Affairs)
& Company Secretary
FCS- 7135

Date : 18th December, 2020
Place: New Delhi

Notes :-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 36(3) of LODR Regulations, setting out the material facts and reasons for the Resolution/s in respect of the business set out above is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to all those Members whose email addresses are registered with the Company/Depository Participant / Depository, in accordance with the aforesaid MCA Circulars, as on the cut-off date i.e. Friday, the 11th December, 2020.
3. The voting rights of Members shall be in proportion to their share of the paid up Equity share capital of the Company as on the cut-off date i.e. the Friday, the 11th December, 2020. Member having no voting rights should treat this Notice as an intimation only.
4. The Portal for remote electronic voting (“E-Voting”) will remain open for the Members for exercising their voting from Sunday, the 20th December, 2020 at 09:00 a.m. India Standard Time (“IST”) till Monday, the 18th January, 2021 at 05:00 p.m. (IST), both days inclusive. Please note that E-voting module will be disabled for voting by Link Intime India Private Limited after the said conclusion date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Friday, the 11th December, 2020 (“cut-off date”), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. Monday, the 18th January, 2021.
6. All documents referred to in the Notice shall be posted on the website of the Company www.ansalapi.com and be available for inspection until last date of E-voting of this Postal Ballot i.e. Monday, the 18th January, 2021
7. Members who have not yet registered their e-mail address are requested to get their e-mail addresses admitted by following the procedure given below:
 - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at shareholderservice@ansalapi.com or to Link Intime India Private Limited, at shamwant.kushwah@linkintime.co.in or shareholders can update their email address thorough the link viz. https://linkintime.co.in/emailreg/email_register.html
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

The Company has also published a public notice by way of an advertisement, for the aforesaid purpose, on the 29th August, 2020 in The Financial Express and Jansatta, both having a wide circulation in Delhi and, NCR along with their electronic editions, in this regard.

8. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 and the Regulation 44 of the Listing LODR Regulations, the Company is pleased to offer remote E-voting facility to all the members of the Company to enable the members (shareholders) to cast their votes electronically on resolution/s set forth in this Postal ballot Notice.
9. **Voting through electronic means**

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 No. 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	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with depository participant or in the company record are requested to use the sequence number which is mentioned in the email.
DOB/ DOI	<p>Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number.</p> <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 (4-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".

In case 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 resolution/s 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 times 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.

EXPLANATORY STATEMENT FOR ITEM AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS

Item no.1

In order to meet the fund requirements for the purposes of (a) Working capital (b) Construction activities and purchase of land in various projects of the Company and (c) Repayment of existing debt of the Company and for other general corporate purposes etc., the Board of Directors of the Company (“Board”) at their meeting held on the 18th December, 2020, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“the Act”) and Rules made there under and the Securities

and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“ICDR Regulations”), up to an aggregate of 5,00,10,000 (Five Crores and Ten Thousand) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5/- (Rupees Five) each of the Company (“Warrants”), at an exercise price of Rs 7/- (including a premium of Rs 2/-) per Equity share (“Exercise Price”), to following Non-Promoters (Public) :-

1. up to 1,00,00,000 (One Crore) Warrants to Sanjeev Dewan
2. up to 1,00,00,000 (One Crore) Warrants to M/s Odyssey Infrastructure Private Limited
3. up to 1,00,00,000 (One Crore) Warrants to M/s Tapioca Starch Industries Private Limited
4. up to 1,00,00,000 (One Crore) Warrants to Rakesh Omprakash Seth
5. up to 1,00,00,000 (One Crore) Warrants to Jaju Akshat Dinesh
6. up to 10,000 (Ten Thousand) Warrants to Gopika Nina Pillai

The disclosures in accordance with the Act and Chapter V of the ICDR Regulations and other applicable provisions laws are as follows:-

1. The object/purpose of the Preferential Issue:

The proceeds of the Preferential Issue are proposed to be used by the Company to meet the fund requirements for the purposes of (a) Working capital (b) Construction activities and purchase of land in various projects of the Company and (c) Repayment of existing debt of the Company and for other general corporate purposes.

2. Maximum Number of Specified Securities to be issued.

The Resolution authorises the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with ICDR Regulations, up to an aggregate of 5,00,10,000 (Five Crores and Ten Thousand) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5/- (Rupees Five) each of the Company.

3. Exercise Price and Relevant Date:

The Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5/- (Rupees Five) each of the Company (“Warrants”) shall be allotted, at an Exercise Price of Rs 7/- (including a premium of Rs 2/-) per Equity share, which is higher than the minimum price of Rs.6.31/- (Rupees Six and Thirty One paise only) determined in compliance with Chapter V of the ICDR Regulations considering the Relevant Date as the 18th December, 2020, being the last working day preceding the date, which is 30 days prior to the date on which the Resolution shall deemed to be passed i.e. the 18th January, 2021.

4. Basis of which price has been arrived at:

In accordance with the provisions of the Chapter V of the ICDR Regulations, the minimum price at which the proposed preferential issue can be made is Rs. 6.31/- (Rupees Six and Thirty One paise only) per Warrant. The Equity shares of Company are listed on Stock Exchanges viz. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and are frequently traded in accordance with the ICDR Regulations.

For the purpose of computing the minimum price per Warrant, the Equity share price at NSE was considered, being the Stock Exchange which has higher trading volume for the period as prescribed under Chapter V of the ICDR Regulations.

The Board has approved the Exercise price for the preferential issue at 7/- (including a premium of Rs 2/-) per Warrant, which is higher than the minimum price of Rs.6.31/- (Rupees Six and Thirty One paise only).

5. Intention of Promoters/Directors/Key Management Personnel of the Company to subscribe to the preferential Issue:

None of the Promoters/Directors/Key Management Personnel of the Company intend to subscribe to the Preferential Issue.

6. Number of persons to whom allotment on Preferential basis have been made, in terms of number, of securities and price:

The Company has not made any preferential allotment during the period starting from the 01st April, 2020 till the date of this Notice. However, the Company shall ensure that number of persons to whom allotment on preferential basis shall be made during the Financial Year 2020-21 shall not exceed the limit specified in the Act.

7. Shareholding pattern of the Company before and after the preferential issue of Equity shares:

The Equity shareholding pattern of the Company pre and post preferential issue is as follows:

	Category	Pre- Preferential Shareholding Pattern as on 11 th December, 2020*		Post Preferential issue Shareholding Pattern**	
		Nos. of shares held	% of shares	Nos. of shares held	% of shares
A	PROMOTERS GROUP SHAREHOLDING				
1	Indian				
(a)	Individuals / Hindu Undivided Family	50841099	32.30	50841099	24.51
(b)	Central Government / State Government(s)	0	0.00	0	0.00
(c)	Financial Institutions / Banks	0	0.00	0	0.00
(d)	Any Other (Specify)	25927385	16.47	25927385	12.50
	Sub Total (A)(1)	76768484	48.77	76768484	37.01
2	Foreign	0	0.00	0	0.00
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)	76768484	48.77	76768484	37.01
B	Public (Non-promoter's holding)				
B.1	Institutions				
(a)	Mutual Fund	2600	0.00	2600	0.00
(b)	Venture Capital Funds	0	0.00	0	0.00
(c)	Alternate Investment Funds	0	0.00	0	0.00
(d)	Foreign Venture Capital Investors	0	0.00	0	0.00
(e)	Foreign Portfolio Investor	3385666	2.15	3385666	1.63
(f)	Financial Institutions / Banks	1935906	1.23	1935906	0.93
(g)	Insurance Companies	2292677	1.46	2292677	1.11
(h)	Provident Funds/ Pension Funds	0	0.00	0	0.00
(i)	Any Other (Specify)	0	0.00	0	0.00
	Sub Total (B)(1)	7616849	4.84	7616849	3.67
B.2	Central Government/ State Government(s)/ President of India	0	0.00	0	0.00

	Category	Pre- Preferential Shareholding Pattern as on 11 th December, 2020*		Post Preferential issue Shareholding Pattern**	
		Nos. of shares held	% of shares	Nos. of shares held	% of shares
B.3	Non-Institutions				
(a)	Individuals				
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	21081945	13.39	21091945	10.17
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	31062193	19.73	51062193	24.62
(b)	NBFCs registered with RBI	10300	0.01	10300	0.00
(c)	Trust Employee	0	0.00	0	0.00
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0.00	0	0.00
(e)	Any Other (Specify)				
	Hindu Undivided Family	2086919	1.33	2086919	1.01
	Non Resident Indians	1145874	0.73	11145874	5.37
	Clearing Member	595389	0.38	595389	0.29
	Bodies Corporate	16213196	10.30	36213196	17.46
	Sub total (any Other i.e. (e))	823727	0.52	823727	0.40
	Sub Total (B)(3)	73019543	46.39	123029543	59.32
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	80636392	51.23	130646392	62.99
C	Shareholding pattern of the Non Promoter- Non Public shareholder				
1	Custodian/DR Holder	0	0.00	0	0.00
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0.00	0	0.00
	GRAND TOTAL (A+B+C) TOTAL EQUITY	157404876	100.00	207414876	100.00

* The pre- issue shareholding pattern of the Company is as on the 11th December, 2020, being the last available BENPOS as on the date of this Notice

** assuming no change in pre- issue shareholding pattern of the Company except conversion of 5,00,10,000 Warrants into equivalent nos. of Equity Shares of the Company, proposed to be issued under present Preferential Issue

8. **Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who**

ultimately control the proposed allottees, the percentage of post Preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the Preferential Issue:

Sr. No.	Name and Address of the proposed allottee(s)	Category (Promoter/ Non-promoter)	Name of beneficial owners of proposed allottee(s)	Pre-preferential holding (as on date of this Notice i.e. 18 th December, 2020)	No. of Equity shares proposed to be issued under present preferential issue	Percentage of post preferential issue capital*
1	Sanjeev Dewan	Non-Promoter	N.A.	Nil	1,00,00,000	4.82
2	M/s Odyssey Infrastructure Private Limited	Non-Promoter	Smt. Hema Gowala (PAN: DCMPG6313R)	Nil	1,00,00,000	4.82
3	M/s Tapioca Starch Industries Private Limited	Non-Promoter	Shri Anmol J Bajaj (PAN: AIHPB2409D)	Nil	1,00,00,000	4.82
4	Rakesh Omprakash Seth	Non-Promoter	N.A.	Nil	1,00,00,000	4.82
5	Jaju Akshat Dinesh	Non-Promoter	N.A.	Nil	1,00,00,000	4.82
6	Gopika Nina Pillai	Non-Promoter	N.A.	Nil	10,000	0.00

* assuming conversion of 5,00,10,000 (Five Crores and Ten Thousand) nos. of Warrants, proposed to be issued under present preferential issue, into equivalent nos. of Equity shares of the Company.

9. Change in control, if any, in the Company consequent to the preferential issue:

There shall be no change in the management and control of the Company consequent to the issue and allotment of the Warrants of the Company to the Investors. However, upon conversion of 5,00,10,000 (Five Crores and Ten Thousand) nos. of Warrants, into equivalent nos. of Equity shares of the Company under Non Promoter (Public) Category, the voting rights will be changed in tandem with the shareholding pattern.

10. Proposed time within which preferential issue shall be completed:

In terms of ICDR Regulations, the Warrants shall be allotted to Investors under the proposed preferential issue within a period of 15 days from the date of passing a Special Resolution by the members.

Provided further that where the issue and allotment is pending on account of pendency of any approval by the Stock Exchanges and/or Regulatory Authorities, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges or other concerned authorities.

11. Lock in period:

The Warrants and the Equity shares to be allotted pursuant to the entitlement attached to Warrants shall be subject to lock-in as per the provisions of Chapter V of the ICDR Regulations.

Further, the entire pre-preferential allotment equity shareholding of the Investors, if any, shall

be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.

12. Re-computation of Exercise Price:

Since the Company's Equity shares are frequently traded and have been listed on a recognized Stock Exchanges for more than 26 (twenty six) weeks prior to the Relevant Date, there is no need for the Company to re-compute the price of the Warrants and the Equity shares to be allotted pursuant to the entitlement attached to Warrants. Therefore, the Company is not required to submit the undertakings specified under the relevant provisions of the Chapter V of the ICDR Regulations.

13. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case as the proposed allotment in the Preferential Issue is made only for consideration in cash. As the Company is listed, the report of the registered valuer is not required in terms of the Companies (Share capital and Debentures Rules) Rules, 2014.

14. Auditor's Certificate:

The certificate from M/s MRKS and Associates, Chartered Accountants (ICAI Firm Registration No. 023711N), being the Statutory Auditors of the Company, certifying that the Preferential Issue is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, shall be made available for inspection on the website of the Company www.ansalapi.com up to the 18th January, 2021.

15. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Investors, under Non-Promoter (Public) Category.

16. Disclosure pertaining to willful defaulters:

The details pertaining to the Company, or any of its promoter(s) or director(s) who has been declared as a wilful defaulter is given below:

PARTICULARS	DETAILS OF COMPANY/ PROMOTER/ DIRECTOR WHO IS A WILFUL DEFAULTER		
Name of the Company/ person declared as a wilful defaulter	Shri Sushil Ansal (DIN 00002007)	Shri Pranav Ansal (DIN 00017804)	Ansal Properties & Infrastructure Limited
Designation	Promoter, Chairman and Whole-Time Director	Promoter, Vice-Chairman and Whole-Time Director	The Company
Name of the Bank declaring the person as a wilful defaulter	Bank of Maharashtra (Bank), vide their letter dated the 04 th December, 2019	Bank of Maharashtra (Bank), vide their letter dated the 04 th December, 2019	Bank of Maharashtra (Bank), vide their letter dated the 04 th December, 2019
Year in which the person was declared as a wilful defaulter	2019	2019	2019

Outstanding amount when the person was declared as a wilful defaulter	Delhi – Rs.35.70 crores plus overdue interest Lucknow – Rs.1.13 crores plus overdue interest	Delhi – Rs.35.70 crores plus overdue interest Lucknow – Rs.1.13 crores plus overdue interest	Delhi – Rs.35.70 crores plus overdue interest Lucknow – Rs.1.13 crores plus overdue interest
Steps taken, if any, by the Company/ person for removal of its name from the list of wilful defaulters	The Company has represented/appealed in the matter to the Competent Authority, i.e., Managing Director of the Bank, as per the rules of the Bank.	The Company has represented/appealed in the matter to the Competent Authority, i.e., Managing Director of the Bank, as per the rules of the Bank.	The Company has represented/appealed in the matter to the Competent Authority, i.e., Managing Director of the Bank, as per the rules of the Bank.
Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision	The Company and the Bank has entered into one time settlement (Settlement) for outstanding amount in Delhi. As per the Settlement between the Bank and the Company, Rs.35.70 crores is to be paid on or before the 31 st March, 2021 to the Bank. The Company has already paid Rs.19.665 crores of the Settlement amount in Delhi and Rs. 1.13 crores in Lucknow.	The Company and the Bank has entered into one time settlement (Settlement) for outstanding amount in Delhi. As per the Settlement between the Bank and the Company, Rs.35.70 crores is to be paid on or before the 31 st March, 2021 to the Bank. The Company has already paid Rs.19.665 crores of the Settlement amount in Delhi and Rs. 1.13 crores in Lucknow.	The Company and the Bank has entered into one time settlement (Settlement) for outstanding amount in Delhi. As per the Settlement between the Bank and the Company, Rs.35.70 crores is to be paid on or before the 31 st March, 2021 to the Bank. The Company has already paid Rs.19.665 crores of the Settlement amount in Delhi and Rs. 1.13 crores in Lucknow.
Any other disclosure as specified by the Board	Nil	Nil	Nil

17. Other Disclosures:

- The Investors have not sold any Equity shares of the Company in the last 6 (Six) months preceding the Relevant Date.
- The Warrants by itself does not give to the Warrant holder(s) any rights of the members of the Company.
- The Company is in compliance with the conditions of continuous listing of Equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity shares of the Company are listed.
- This Preferential Issue is in compliance with the Act, Chapter V of the ICDR Regulations and any other rules/regulations/ guideline, if any, prescribed by any other regulatory authorities.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder and in accordance with the provisions of the Chapter V of ICDR Regulations, approval of the Members is required for the proposed preferential issue, by way of passing a Special Resolution. Therefore, the Board, recommends the Special Resolution as set out Item No. 1 in the accompanying

Notice for your approval.

All documents referred to in the Resolution shall be posted on the website of the Company www.ansalapi.com and be available for inspection until last date of E-voting of this Postal Ballot i.e. Monday, the 18th January, 2021

Your Directors recommend passing the proposed Resolution as set out in Item No. 1 as a Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise in the proposed Special Resolution.

Item Nos. 2 and 3

Shri Dinesh Chander Gupta (DIN: 00840629), a distinguished professional holding degrees in B.Com (Hons) from Delhi University and PGDBM (Finance & Marketing) from Fore School of Management, New Delhi has been appointed by the Board of Directors as Chief Executive Officer w.e.f the 30th July, 2020 and as an Additional Director on the Board of the Company w.e.f the 14th September, 2020.

Shri Dinesh Chander Gupta pursuant to the provisions of Sections 149, 196, 197 and 203 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ("LODR Regulations") and, provisions of the Articles of Association of the Company, as amended from time to time, appointed with effect from the 14th September, 2020, as Whole Time Director of the Company designated as Whole Time Director and CEO of the Company, for a period of 3 (three) years, liable to retire by rotation with NIL remuneration and other terms and conditions, as commended/approved by the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on the 14th September, 2020.

Pursuant to Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Article 105 of the Articles of Association of the Company, Shri Dinesh Chander Gupta, being Additional Director, holds office up to the date of Annual General Meeting to be held on or before 30th September, 2021. Notice has been received from the member of the Company signifying his intention to propose him as a candidate for the office of Director of the Company. He has given a declaration that he is not debarred from holding the office of directors pursuant to any SEBI's Order or any other authority. Moreover, he is also not disqualified to become director under the Act.

Shri Dinesh Chander Gupta (date of birth: 21.04.1978) is an eminent professional with over 23 years of experience with various key achievements such as Land acquisitions, various settlements, fund raising and also managing various legal matters. He has done B.Com Hons from Delhi University with specialization in Direct Taxes and the Financial Management and PGDM with Finance and Marketing Specialization.

In compliance with the provisions of Section 149 read with Schedule V of the Act, approval of the members is required for the appointments of Shri Dinesh Chander Gupta, as Whole Time Director and CEO of the Company, by way of passing an Ordinary Resolution.

Shri Dinesh Chander Gupta is not holding directorship/membership of a committee in any other listed companies. He does not hold any shares of the Company and is not related to any other director on the Board of the Company. He has attended the Board meeting viz. 14th September, 2020, in which he was appointed as Whole Time Director of the Company.

All documents referred to in the resolutions including Memorandum and Articles of Association shall be posted on the website of the Company www.ansalapi.com and be available for inspection until last date of E-voting of this Postal Ballot i.e. Monday, the 18th January, 2021

Your Directors recommend passing the proposed Resolutions as set out in Item Nos. 2 & 3 as Ordinary Resolutions.

Save and except Shri Dinesh Chander Gupta, 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 Ordinary Resolution/s.

Regd. Office:

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

Date : 18th December, 2020

Place: New Delhi

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

Sd/-
(ABDUL SAMI)
General Manager (Corporate Affairs)
& Company Secretary
FCS- 7135