



Annexure - C

**APAC & ASSOCIATES LLP**  
COMPANY SECRETARIES

Reference No.: 12/NA/2017-18

**Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper**

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 read with Companies (Management and Administration) Amendment Rules, 2015]

To,

The Chairman  
M/s Ansal Properties & Infrastructure Limited  
115, Ansal Bhawan, 16, K G Marg,  
New Delhi-110001

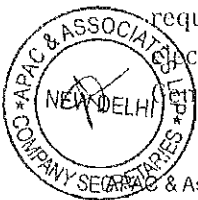
Sub: Report on voting through electronic means carried out during 20<sup>th</sup> September, 2017 (9:00 A.M.) to 22<sup>nd</sup> September, 2017 (5:00 P.M.) and Poll conducted at the Fiftieth Annual General Meeting of the Company held on Saturday, 23<sup>rd</sup> September, 2017 at 11:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisim Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi-110003.

Dear Sir,

We, APAC & Associates LLP, Company Secretaries (Registration No. AAF-7948), appointed as Scrutinizer:

- (i) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) for the purpose of the poll taken on the below mentioned resolution(s), at the 50<sup>th</sup> Annual General Meeting of the Equity Shareholders of Ansal Properties & Infrastructure Limited held on Saturday, 23<sup>rd</sup> September, 2017 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisim Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi-110003, submit our report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and poll on the resolutions contained in the Notice to 50<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company. Our responsibility as a

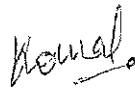


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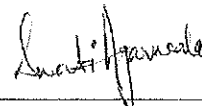
APAC & Associates ( a partnership firm with Registration No. P2011DE025300), w.e.f. February 25, 2016 converted into APAC & Associates LLP, a Limited Liability Partnership with LLP Registration No. AAF-7948

Scrutinizer is to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd. (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and the poll conducted at the 50<sup>th</sup> Annual General Meeting of the Company.

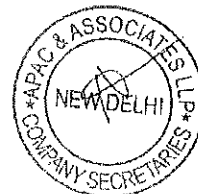
2. Further for the above, we submit our report as under:
- a. In accordance with the Notice of the 50<sup>th</sup> AGM sent to the shareholders, the e-voting period commenced on 20<sup>th</sup> September, 2017 at 9:00 A.M. and concluded at 22<sup>nd</sup> September, 2017 at 5:00 P.M.
  - b. The shareholders of the Company as on the "cut-off date" i.e. 16<sup>th</sup> September, 2017 were entitled to vote on the resolutions (item no. 1 to 8 as set out in the notice of the 50<sup>th</sup> AGM of the Company).
  - c. At the venue of the AGM the facility to vote through Ballot papers was provided to those members who were present at the AGM and had not exercised the option of Remote E-voting.
  - d. After the time fixed for closing of the Poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
  - e. The locked ballot box was subsequently opened in our presence along with two witnesses, Ms. Komal Bhola and Ms. Swati Agarwala, who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
  - f. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
  - g. After counting the votes casted by the members and proxy holders present at the 50<sup>th</sup> AGM, through polling paper, the votes casted through remote e-voting were unblocked on 23<sup>rd</sup> September, 2017, around 11:45 A.M. in the presence of two witnesses, Ms. Komal Bhola and Ms. Swati Agarwala, who are not in the employment



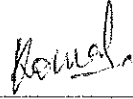
Name: Komal Bhola



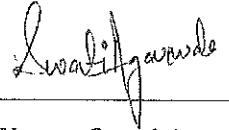
Name: Swati Agarwala



of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Name: Komal Bhola



Name: Swati Agarwala

- h. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and poll conducted at the 50<sup>th</sup> Annual General Meeting and based on such, the result is as under:

**Item No. 1**

Ordinary Resolution: To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended the 31st March, 2017 together with the reports of the Board of Directors and Auditors' thereon.

- (i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	7569	0.01
E-voting	45	77217220	99.99
<b>Total</b>	<b>82</b>	<b>77224789</b>	<b>100</b>

- (ii) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

- (iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them



Physical	1	45
E-voting	1	200
<b>Total</b>	<b>2</b>	<b>245</b>

**Item No. 2**

Ordinary Resolution: To appoint a Director in place of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	7569	0.01
E-voting	45	77217220	99.99
<b>Total</b>	<b>82</b>	<b>77224789</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	45
E-voting	1	200
<b>Total</b>	<b>2</b>	<b>245</b>



**Item No. 3**

Ordinary Resolution: To appoint a Director in place of Shri Pranav Ansal (DIN: 00017804), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	7569	0.01
E-voting	45	77217220	99.99
<b>Total</b>	<b>82</b>	<b>77224789</b>	<b>100</b>

(ii) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	45
E-voting	1	200
<b>Total</b>	<b>2</b>	<b>245</b>

**Item No. 4**

Ordinary Resolution: To appoint a Director in place of Shri Anil Kumar (DIN: 00002126), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favor** of the resolution:



Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	7569	0.01
E-voting	45	77217220	99.99
<b>Total</b>	<b>82</b>	<b>77224789</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	45
E-voting	1	200
<b>Total</b>	<b>2</b>	<b>245</b>

**Item No. 5**

Ordinary Resolution: To ratify the appointment of Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	7569	0.01
E-voting	45	77217220	99.99
<b>Total</b>	<b>82</b>	<b>77224789</b>	<b>100</b>



(ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) Invalid votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	45
E-voting	1	200
<b>Total</b>	<b>2</b>	<b>245</b>

**Item No. 6**

Special Resolution: To re-appoint Smt. Archana Capoor (DIN: 01204170) as Non Executive Independent Woman Director on the Board of the Company.

(i) Voted in favor of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	7569	0.01
E-voting	45	77217220	99.99
<b>Total</b>	<b>82</b>	<b>77224789</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1	0.00



<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>
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(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	45
E-voting	1	200
<b>Total</b>	<b>2</b>	<b>245</b>

**Item No. 7**

Ordinary Resolution: To ratify the remuneration of M/s J. D. & Associates, the Cost Auditors of the Company for the Financial Year ending the 31st March, 2018.

(i) **Voted in favor of the resolution:**

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	7569	0.01
E-voting	45	77217220	99.99
<b>Total</b>	<b>82</b>	<b>77224789</b>	<b>100</b>

(ii) **Voted against the resolution:**

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	45





E-voting	1	200
<b>Total</b>	<b>2</b>	<b>245</b>

**Item No. 8**

Special Resolution: To approve the terms of the Loan Agreement of Rs. 100 crores executed between Company and IL&FS Financial Services Limited with an option of its conversion into Equity shares of the Company.

(iv) Voted **in favor** of the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	37	7569	0.01
E-voting	45	77217220	99.99
<b>Total</b>	<b>82</b>	<b>77224789</b>	<b>100</b>

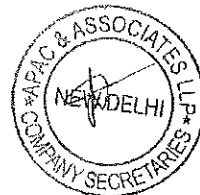
(v) Voted **against** the resolution:

Mode of voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00
E-voting	1	1	0.00
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

(vi) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	45
E-voting	1	200
<b>Total</b>	<b>2</b>	<b>245</b>

The relevant records relating to poll including voting by electronic means shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 50<sup>th</sup>



Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,  
For APAC & Associates LLP  
Company Secretaries

*Neta*  
Neta Aggarwal  
Partner  
Membership No. 33744  
C.P. No. 13218



Date: 23<sup>rd</sup> September, 2017  
Place: New Delhi