



Reference No.: 14/NA/2015-16

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 25th September, 2015 (9:00 A.M.) to 29th September, 2015 (5:00 P.M.) and Poll conducted at the Forty Eighth Annual General Meeting of the Company held on Wednesday, 30th September, 2015 at 11.00 A.M., at FICCI Auditorium, Tansen Marg (near Mandi House Metro Station), New Delhi-110001.

Dear Sir,

I, Chetan Gupta, a Company Secretary in Practice (FCS 6496, CP No. 7077), 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 48th Annual General Meeting of the Equity Shareholders of M/s Ansal Properties & Infrastructure Limited, held on Wednesday, 30th September, 2015 at 11.00 A.M. at FICCI Auditorium, Tansen Marg (near Mandi House Metro Station), New Delhi-110001, 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 48th Annual General Meeting (AGM) of the shareholders of the Company. My responsibility as a 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 CDSL, the authorized agency to provide e-voting facilities, engaged by the Company and the poll received at the 48th Annual General Meeting of the Company.
2. Further for the above, I submit my report as under:
 - a. In accordance with the Notice of the Forty Eighth AGM sent to the shareholders, the e-voting period commenced on 25th September, 2015 at 9:00 A.M. to 29th September, 2015 at 5:00 P.M.



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- b. The shareholders of the Company as on the "cut-off date" i.e. 23rdSeptember, 2015 was entitled to vote on the resolutions (item no. 1 to 9 as set out in the notice of the Forty Eighth AGM of the Company).
- c. After the time fixed for closing of the Poll by the Chairman, 1 ballot box kept for polling were locked in our presence with due identification marks placed by us.
- d. The locked ballot box was subsequently opened in my presence along with two witnesses, Mr. Shivam Bhatia and Ms. Komal Bhola, who are not in the employment of the Company and 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.

Shivam Bhatia

Name: Shivam Bhatia

Komal

Name: Komal Bhola

- e. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- f. After counting the votes casted by the members and proxy holders present at the 48th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 30thSeptember, 2015, around 12:00 P.M. in the presence of two witnesses, Mr. Shivam Bhatia and Ms. Komal Bhola, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

Shivam Bhatia

Name: Shivam Bhatia

Komal

Name: Komal Bhola

- g. Thereafter, the details containing *inter-alia*, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and poll conducted at the 48thAnnual General Meeting and based on such, the result is as under:

Item No. 1

Ordinary Resolution: To receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2015 and the Profit & Loss Account together with the Consolidated Financial Statement of Accounts for the year ended on that date, together with the Directors' Report and Auditors' Report 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	8	2978	0.00
E-voting	38	77575208	100.00
Total	46	77578186	100.00

(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	2	0.00
Total	1	2	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2
E-voting	0	0
Total	1	2

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	8	2978	0.00
E-voting	38	77575208	100.00
Total	46	77578186	100.00

(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
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Physical	0	0	0.00
E-voting	1	2	0.00
Total	1	2	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2
E-voting	0	0
Total	1	2

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	8	2978	0.00
E-voting	38	77575208	100.00
Total	46	77578186	100.00

(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	2	0.00
Total	1	2	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2



E-voting	0	0
Total	1	2

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	8	2978	0.00
E-voting	38	77575208	100.00
Total	46	77578186	100.00

(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	2	0.00
Total	1	2	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2
E-voting	0	0
Total	1	2

Item No. 5

Ordinary Resolution: To ratify the appointment of Statutory Auditors of the Company, M/s S.S. Kothari Mehta & Company, Chartered Accountants and to authorise the Board 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	8	2978	0.00
E-voting	38	77575208	100.00
Total	46	77578186	100.00

(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	2	0.00
Total	1	2	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2
E-voting	0	0
Total	1	2

Item No. 6

Ordinary Resolution: To appoint Smt. Archana Capoor {DIN: 01204170} as an Independent Women Director.

(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	8	2978	0.00
E-voting	38	77575208	100.00
Total	46	77578186	100.00

(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	2	0.00
Total	1	2	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2
E-voting	0	0
Total	1	2

Item No. 7

Ordinary Resolution: To ratify and confirm the remuneration of M/s. J. D & Associates, the Cost Auditors of the Company for the financial year ended on the 31st March, 2015.

(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	8	2978	0.00
E-voting	38	77575208	100.00
Total	46	77578186	100.00

(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	2	0.00
Total	1	2	0.00

(iii) **Invalid votes:**

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2
E-voting	0	0



Total	1	2
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Item No. 8

Ordinary Resolution: To approve the remuneration of M/s. J. D & Associates, the Cost Auditors of the Company for the financial year ending the 31st March, 2016.

(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	8	2978	0.00
E-voting	38	77575208	100.00
Total	46	77578186	100.00

(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	2	0.00
Total	1	2	0.00

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2
E-voting	0	0
Total	1	2

Item No. 9

Special Resolution: To provide Corporate Guarantee including other securities as may be required on behalf of M/s Ansal Urban Condominiums Private Limited, for securing the issue and allotment of un-listed, secured, redeemable, non convertible debentures up to Rs. 150 crores allotted to M/s Indostar Capital Finance Limited.

(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	8	2978	0.00
E-voting	36	77558800	99.98
Total	44	77561778	99.98

(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	2	16410	0.02
Total	2	16410	0.02

(iii) **Invalid** votes:

Mode of voting	Number of members who voted	Number of votes cast by them
Physical	1	2
E-voting	0	0
Total	1	2

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 48th 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
Company Secretaries

Chetan Gupta
Partner
Membership No. 6496
C.P. No. 7077



Date: 1st October, 2015
Place: New Delhi