

13<sup>th</sup> April, 2016

**National Stock  
Exchange of India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East)  
Mumbai - 400 051**

**The Delhi Stock  
Exchange Association  
Ltd.  
D.S.E. House,  
Turkman Gate,  
3/1, Asaf Ali Road,  
New Delhi - 110 002**

**Bombay Stock  
Exchange  
Limited  
25<sup>th</sup> Floor,  
P. J. Towers,  
Dalal Street,  
Mumbai - 400 001**

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**Sub:** Submission of Corporate Governance Reports

Dear Sirs,

Please find enclosed herewith the Corporate Governance Reports pursuant to Regulation 27 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and the Financial Year ended on the 31<sup>st</sup> March, 2016 marked as **Annexure - "I" and Annexure - "II"** respectively.

Thanking You,

Yours faithfully,

For **Ansal Properties & Infrastructure Ltd.**

  
(Abdul Sami)  
Company Secretary

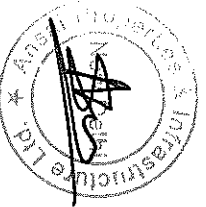


Encl: as above

ANNEXURE I

1. Name of Listed Entity - Ansal Properties & Infrastructure Limited  
 2. Quarter ending - 31<sup>st</sup> March, 2016

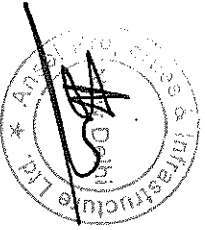
1. Composition of Board of Directors									
Title (Mr / Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/Non-Executive/independent/ N0minee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Sushil Ansal	AAAPPA3042Q / 00002007	Chairman & Whole Time Director, Executive	01.04.2015		1	-	-	
Mr.	Pranav Ansal	AAAPPA2481M / 00017804	Vice Chairman & Whole Time Director, Executive	01.11.2012		1	-	-	
Mr.	Anil Kumar	AGPPPK3825Q / 00002126	Joint Managing Director & CEO, Executive	01.04.2015		1	-	-	



Mr.	Dharmendra Nath Davar	AAAPD0015E / 00002008	Non-Executive & Independent Director	29.09.2014	20 year (Date of Appointment - 16.08.95)	6	2	5
Mr.	Dr. Ramesh Chandra Vaish	ABIPV3776H / 01068196	Non-Executive & Independent Director	29.09.2014	24 year (Date of Appointment - 11.02.92)	5	2	1
Mr.	Dr. Lalit Bhasin	AADPB9629D / 00001607	Non-Executive & Independent Director	29.09.2014	9 year (Date of Appointment - 30/10/06)	7	5	3
Mr.	Prithvi Raj Khanna	AAIPK4760B / 00048800	Non-Executive & Independent Director	29.09.2014	12 year (Date of Appointment - 30.08.03)	3	4	4
Mr.	Dr. Prem Singh Rana	AAAPR2558L / 00129300	Non-Executive & Independent Director	29.09.2014	4 year (Date of Appointment - 11.08.11)	3	5	1
Ms.	Archana Capoor	ABSPC4053C / 01204170	Non-Executive & Independent Director	11.02.2015	Approx 1 year (Date of Appointment - 11.02.15)	4	2	-



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/ Nominee)
1. Audit Committee	Mr. Dharmendar Nath Davar	Chairman of the Committee (Non-Executive & Independent Director)
	Dr. Ramesh Chandra Vaish	Member (Non-Executive & Independent Director)
	Mr. Prithvi Raj Khanna	Member (Non-Executive & Independent Director)
	Dr. Prem Singh Rana	Member (Non-Executive & Independent Director)
2. Nomination & Remuneration Committee	Mr. Dharmendar Nath Davar	Chairman of the Committee (Non-Executive & Independent Director)
	Dr. Ramesh Chandra Vaish	Member (Non-Executive & Independent Director)
	Mr. Prithvi Raj Khanna	Member (Non-Executive & Independent Director)
	Dr. Prem Singh Rana	Member (Non-Executive & Independent Director)
	Dr. Lalit Bhasin	Member (Non-Executive & Independent Director)
3. Risk Management Committee (Dissolved by the Board of Directors at its meeting held on the 11-02-2016 with immediate effect)	Mr. Dharmendar Nath Davar,	Chairman of the Committee (Non-Executive & Independent Director)
	Dr. Prem Singh Rana	Member (Non-Executive & Independent Director)
	Dr. Lalit Bhasin	Member (Non-Executive & Independent Director)



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4. Stakeholders Relationship Committee		Chairman of the Committee (Non-Executive & Independent Director)	
Mr. Prithvi Raj Khanna			
Dr. Prem Singh Rana	Member (Non-Executive & Independent Director)		
Ms. Archana Capoor	Member (Non-Executive & Independent Director)		

III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	
09.11.2015	11.02.2016	93 Days	

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
11.02.2016	Yes (all the members of the Committee were present in the Meeting)	03.12.2015 09.11.2015	69 days 23 days

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A. (As there is no material Related Party Transaction/s in terms of Regulation 23 of Listing Regulations)
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A. (No omnibus approval has been taken from the Audit Committee)



**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/observations/advice of Board of Directors may be mentioned here:

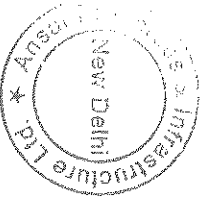
For Ansai Properties & Infrastruc. Ltd. (CIN: 722002)



Name & Designation : Abdul Sami, Company Secretary

(ABDUL SAMI)  
Company Secretary

Company Secretary / Compliance Officer / Managing Director / CEO



## ANNEXURE II

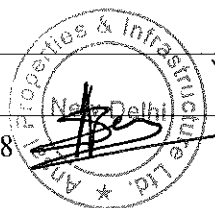
1. Name of Listed Entity - Ansal Properties & Infrastructure Limited  
 2. Year ending - 31<sup>st</sup> March, 2016

I. Disclosure on website in terms of Listing Regulations		
Sl.No.	Item	Compliance status (Yes/No/NA)
1	Details of business	Yes
2	Terms and conditions of appointment of independent directors\	Yes
3	Composition of various committees of board of directors	Yes
4	Code of conduct of board of directors and senior management personnel	Yes
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
6	Criteria of making payments to non-executive directors	Yes
7	Policy on dealing with related party transactions	Yes
8	Policy for determining 'material' subsidiaries	Yes
9	Details of familiarization programmes imparted to independent directors	Yes
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
11	e-mail address for grievance redressal and other relevant details	Yes
12	Financial results	Yes
13	Shareholding pattern	Yes
14	Details of agreements entered into with the media companies and/or their associates	NA
15	New name and the old name of the listed entity	Yes


II Annual Affirmations			
Sl. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
2	Board composition	17(1)	Yes More than 50% of Board of the Company comprises of Non-Executive Directors. Chairperson of the Company is Executive Director. {Out of total 9 Directors, 03 are Executive Directors (including Chairperson) and 06 are Non-Executive & Independent Directors including one Woman director.}



3	Meeting of Board of directors	17(2)	Yes
4	Review of Compliance Reports	17(3)	Yes (Placed before the Board on quarterly basis)
5	Plans for orderly succession for appointments	17(4)	Yes
6	Code of Conduct	17(5)	Yes
7	Fees/compensation	17(6)	Yes
8	Minimum Information	17(7)	Yes
9	Compliance Certificate	17(8)	Yes
10	Risk Assessment & Management	17(9)	Yes
11	Performance Evaluation of Independent Directors	17(10)	Yes
12	Composition of Audit Committee	18(1)	Yes (Committee consists of Four Directors. All members are Non-Executive & Independent Directors)
13	Meeting of Audit Committee	18(2)	Yes
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes (Committee consists of Five Directors. All members are Non-Executive & Independent Directors)
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes (Committee consists of Three Directors. All members are Non-Executive & Independent Directors)
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes (Dissolved by the Board of Directors at its meeting held on the 11-02-2016 with immediate effect as the same is now not required {applicable on Top 100 Listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year} in terms of the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.)
17	Vigil Mechanism	22	Yes
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes (Policy approved by the Board and also posted on the Website of the Company)
19	Prior or Omnibus approval of Audit Committee for all related party transactions(RPTs)	23(2), (3)	Yes (Prior approval of the Audit Committee for the RPTs are taken, whenever required)
20	Approval for material related party transactions	23(4)	NA
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
22	Other Corporate Governance requirements with respect to	24(2),(3),(4),(5) & (6)	Yes





	<i>subsidiary of listed entity</i>		
23	<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
24	<i>Meeting of independent directors</i>	25(3) & (4)	Yes
25	<i>Familiarization of independent directors</i>	25(7)	Yes
26	<i>Memberships in Committees</i>	26(1)	Yes
27	<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
28	<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
29	<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
	<b>III Affirmations:</b>		
	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.		
	<p style="text-align: center;">   <i>For Ansal Properties &amp; Infrastructure Limited</i>  <b>Name &amp; Designation : Abdul Sami, Company Secretary</b>  <b>Company Secretary / Compliance Officer / Managing Director / CEO</b> </p>		

