

Ref.No.APIL/Secy/

7th January, 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
25th Floor,
P. J. Towers,
Dalal Street,
Mumbai - 400 001**

Sub: Submission of Corporate Governance Report

Dear Sirs,

Please find enclosed herewith the Corporate Governance Report pursuant to Regulation 27 of SEBI (Listing obligations and Disclosure) Regulations, 2015 for the Quarter ended on the 31st December, 2015 marked as **Annexure - "1"**.

Thanking You,

Yours faithfully,

For **Ansal Properties & Infrastructure Ltd.**


(**Abdul Sami**)

Company Secretary

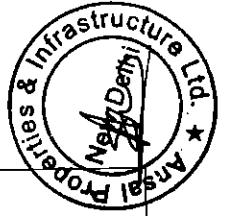


Encl: as above

Ansal Properties & Infrastructure Limited
31st December, 2015

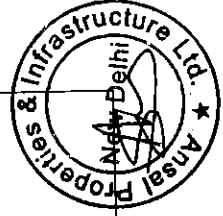
1. Name of Listed Entity
2. Quarter ending

| I. Composition of Board of Directors | | | | | | | | | |
|--------------------------------------|-----------------------|------------------------|--|--|--|--|---|--|--|
| Title (Mr / Ms) | Name of the Director | PANs & DIN | Category (Chairperson /Executive/N on-Executive/in dependent/ 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 | AAAPA3042Q 00002007 | Chairman & Whole Time Director, Executive | 01.04.2015 | | 1 | - | - | |
| Mr. | Pranav Ansal | AAAPA2481M 00017804 | Vice Chairman & Whole Time Director, Executive | 01.11.2012 | | 1 | - | - | |
| Mr. | Anil Kumar | AGPPK3825Q 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 | |

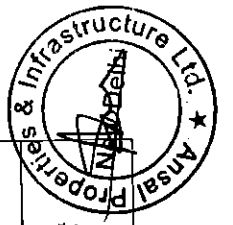


| | | | | | | | | |
|-----|-----------------------------|------------------------|--|------------|---|---|---|---|
| Mr. | Dr. Ramesh Chandra Vaish | ABIPV3776H 01068196 | Non-Executive & Independent Director | 29.09.2014 | 24 year (Date of Appointment - 11.02.92) | 5 | 2 | 1 |
| Mr. | Dr. Lalit Bhasin | AADPB9629D 00001607 | Non-Executive & Independent Director | 29.09.2014 | 9 year (Date of Appointment - 30/10/06) | 7 | 7 | 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 | 1 | - |

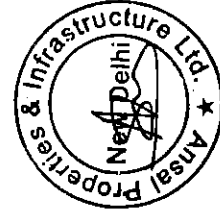
\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.



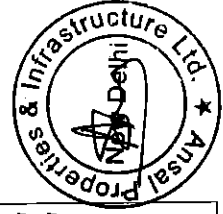
| II. Composition of Committees | | |
|--|----------------------------|--|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/ Nominee) |
| 1. Audit Committee | Mr. Dharmendar Nath Davar, | Chairman of the Committee Non-Executive & Independent 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 | 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 |
| 4. Stakeholders Relationship Committee' | Mr. Prithvi Raj Khanna | 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 |
| &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen | | |



| III. Meeting of Board of Directors | | |
|---|---|---|
| Date(s) of Meeting (if any) in the relevant Quarter | Date(s) of Meeting (if any) in the relevant Quarter | Maximum gap between any two consecutive (in number of days) |
| 11.08.2015 | 09.11.2015 | 89 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 | | | |
| 09.11.2015 03.12.2015 | Yes Yes (all the members of the Committee were present in the Meetings) | 11.08.2015 | 89 days 23 day |
| * This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transactions | | | |
| Subject | | | |
| Whether prior approval of audit committee obtained | | Compliance status | |
| Whether shareholder approval obtained for material RPT | | Yes | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | N.A. As there is no material Related Party Transactions in terms of Regulation 23 of Listing Regulations) | |
| | | N.A. No omnibus approval has been taken from the Audit Committee. | |
| Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. | | | |

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:

Name & Designation : Abdul Sami, Company Secretary

Company Secretary / Compliance Officer / Managing Director / CEO

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

