



Ref 60/2014-15

**Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

Chairman of 47<sup>th</sup> Annual General Meeting of the shareholders

M/s Ansal Properties and Infrastructure Limited to be held on the September 29, 2014 at 11:00 A.M.

Dear Sir,

1. I, Chetan Gupta, a Company Secretary in Practice, appointed as Scrutinizer for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 47<sup>th</sup> Annual General Meeting of the shareholders of the Company to be held on September 29, 2014 at FICCI Auditorium, Tansen Marg, New Delhi - 110 001.
2. 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 on the resolutions contained in the Notice to 47<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted 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 Limited ("CDSL"), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further for the above, I submit my report as under:
  - a. In accordance with the Notice of the 47<sup>th</sup> AGM sent to the shareholders, the e-voting period commenced on September 24, 2014 at 9:00 A.M. to September 25, 2014 at 6:00 P.M.
  - b. The shareholders of the Company as on the "cut-off date" i.e. September 2, 2014 was entitled to vote on the resolutions (item no. 1 to 18 as set out in the notice of the 47<sup>th</sup> AGM of the Company).
  - c. The votes cast were unblocked on September 25, 2014 at 6:45 P.M. in the presence of 2 witnesses, Mr. Shafiq Ahmed and Ms. Bhawani Charak who are not



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in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Shafiq Ahmed



Name: Bhawani Charak

- d. 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 i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such report generated, the result of the e-voting is as under:

**Item No. 1**

Ordinary resolution to receive, consider and adopt the Audited Balance Sheet as at the 31st March, 2014 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:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
29	76394658	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

- (iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

**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:



Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
29	76394658	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

### **Item No. 3**

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:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408



**Item No. 4**

Ordinary resolution to appoint M/s S.S. Kothari Mehta & Company., Chartered Accountants (Firm Registration No. 000756N) as Statutory Auditors of the Company and to fix their remuneration.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

**Item No. 5**

Ordinary resolution to appoint Shri Dharmendar Nath Davar {DIN: 00002008} as an Independent Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00



(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

**Item No. 6**

Ordinary resolution to appoint Shri Prithvi Raj Khanna {DIN: 00048800} as an Independent Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

**Item No. 7**

Ordinary resolution to appoint Dr. Ramesh Chandra Vaish {DIN:01068196} as an Independent Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
29	76394658	100.00

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



Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid votes:**

Number of members voted	Number of votes cast by them
2	276408

**Item No. 8**

Ordinary resolution to appoint Dr. Lalit Bhasin {DIN: 00001607} as an Independent Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid votes:**

Number of members voted	Number of votes cast by them
2	276408

**Item No. 9**

Ordinary resolution to appoint Dr. Prem Singh Rana {DIN: 00129300} as an Independent Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
29	76394658	100.00



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

**Item No. 10**

Special resolution to alter the Articles of Association of the Company providing that all Executive Directors {Managing Director, Joint Managing Director(s) and Deputy Managing Director(s) and other Whole Time Director(s)} have their periods of office liable to determination by retirement by rotation.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
27	76394656	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	2	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

**Item No. 11**

Special resolution to alter the Articles of Association of the Company to ensure the existing Articles of Association of the Company are in compliance with the Companies Act, 2013 and Rules framed there under.



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

### **Item No. 12**

Special resolution to approve the re-imbusement of medical expenses incurred / to be incurred by Shri Sushil Ansal {DIN: 00002007}, Chairman and Whole Time Director.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
25	76393827	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	831	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408





**Item No. 13**

Special resolution to re-appoint Shri Sushil Ansal {DIN: 00002007}, as Chairman and Whole Time Director for a period of 5 {Five} years.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

**Item No. 14**

Ordinary resolution to re-appoint Shri Anil Kumar {DIN: 00002126}, as Joint Managing Director and Chief Executive Officer for a period of 5 {Five} years.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00



(iii) **Invalid votes:**

Number of members voted	Number of votes cast by them
2	276408

**Item No. 15**

Special resolution to confirm up to 1% Commission payable to Non-Executive Directors for the Financial Year commencing from the 1st April, 2014 till the 31st March, 2015 {approved by the shareholders at their AGM held on the 29<sup>th</sup> September, 2010}.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
26	76394526	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	132	0.00

(iii) **Invalid votes:**

Number of members voted	Number of votes cast by them
2	276408

**Item No. 16**

Ordinary resolution to pay up to 1% Commission to Non-Executive Directors, which shall be in addition to the sitting fees, for each of the years for a period of 5 {Five} years from the Financial Year commencing from the 1st April, 2015

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
26	76394526	100.00



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	132	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

### **Item No. 17**

Special resolution to enhance the limits for lease or otherwise disposal of the whole or substantially the whole of the undertaking (including creation of charge) etc.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
28	76394657	100.00

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

### **Item No. 18**

Special resolution to increase the borrowing powers of the Board.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor/Against)
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27	76393657	100.00
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(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	1001	0.00

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
2	276408

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 47<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**



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



**Date: September 26, 2014**  
**Place: New Delhi**