

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 53rd Annual General Meeting of the Members (Shareholders) of Ansal Properties and Infrastructure Limited (the 'Company') will be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), on Monday, the 28th September, 2020, at 11.30 AM IST to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31st March 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Pranav Ansal (DIN: 00017804), who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint Statutory Auditors:**

In terms of the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and SEBI Listing Regulations, M/s S.S. Kothari Mehta & Company (SSKM), Chartered Accountants (Firm Registration No. 000756N) was appointed (for second/last term) as the Statutory Auditors of the Company by the members at the Forty Eighth (48th) Annual General Meeting of the Company held on the 30th September, 2015 for a period of five years i.e. up to the ensuing Fifty Third (53rd) Annual General Meeting of the Company to be held on the 28th September, 2020. Accordingly their term will expire at this ensuing AGM.

The Board of Directors pursuant to above provisions of Companies Act, 2013, Rules made there under and the SEBI listing Regulations, on the recommendation of the Audit Committee, at their respective meetings held on the 30th July, 2020 and subject to the approval of the members, has approved the appointment of M/s MRKS and Associates (MRKS), Chartered Accountants (ICAI Firm Registration No. 023711N), having registered office at QU-35B, Pitampura, New Delhi 110088, as the Statutory Auditors of the Company to hold office from the conclusion of this 53rd Annual General Meeting (AGM) till the conclusion of the Fifty Eighth (58th) Annual General Meeting of the Company to be held in the year 2025.

The Company has received a certificate from the Statutory Auditors to the effect that their appointment, if made, would be within the limits prescribed under Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

M/s MRKS and Associates, Chartered Accountants has been appointed at a remuneration of ₹ 20,00,000/- (Rupees Twenty Lakhs only) to conduct the audit for the financial year 2020-21 payable in one or more instalments plus goods and services tax {GST} as applicable, and reimbursement of out-of-pocket expenses incurred. The Board of Directors shall be authorized to fix their remuneration including out of pocket expenses for the subsequent financial years till the conclusion of their tenure.

Material changes in the quantum of remuneration of SSKM (Remuneration of approx. ₹ 62.54 Lakhs in financial year 2019-20) and MRKS { Remuneration of ₹ 20 Lakhs only} is due to the following facts and their consideration:-

1. Downturn in the Indian economy and especially in the real estate sector;
2. The Company is presently incurring financial losses. However, it had earned profits at the time of appointment of SSKM;
3. Limited work scope as very few projects were launched by the Company during the last five years;
4. Impact of COVID-19 pandemic on the business of the Company adding to the existing liquidity crunch.

MRKS has been appointed on the basis of the recommendation of the Audit Committee and approved by the Board of Directors after judging the profiles and credentials of following renowned Chartered Accountants firms/ individual on the basis of their market value, clientage, reputation, availability of work force and fees structure:

M/s. S. N Dhawan & Company (Chartered Accountant)

M/s MRKS & Associates (Chartered Accountant)

Mr. Arun Kumar Tulsian (Chartered Accountant)

Your Directors recommend passing the proposed Resolution given in item No. 4 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in the proposed Ordinary Resolution.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 139, 140 and 142, and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, the Companies (Audit and Auditors) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, M/s MRKS and Associates, Chartered Accountants (ICAI Firm Registration No. 023711N) having registered office at QU-35B, Pitampura, New Delhi 110088, be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors (M/s S.S Kothari Mehta & Co.), to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 58th AGM of the Company to be held in the year 2025, at a remuneration of ₹ 20,00,000/- (Rupees Twenty Lakhs only) to conduct the audit for the financial year 2020-21 payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, and, the Board of Directors be and hereby authorized to fix the remuneration including out of pocket expenses etc., payable to them for the subsequent financial years till the conclusion of their tenure.”

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

SPECIAL BUSINESS:

5. To approve the appointment of Shri Satish Chandra (DIN: 02835841) as Non Executive Independent Director.

To consider and, if thought fit, to pass the following resolution **as an Ordinary Resolution**:-

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, Shri Satish Chandra (DIN: 02835841), who has been appointed as an Additional Director on the Board of the Company on the recommendation/confirmation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 13th November, 2019 with effect from this date, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and, who is not debarred from holding the office of directors pursuant to any SEBI’s Order or any other authority, be and is hereby appointed as Non-Executive Independent Director (not liable to retire by rotation) for a term of 03 (three) years w.e.f. the 13th November, 2019 till the 12th November, 2022.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

6. To approve the appointment of Shri Bhupesh Chand Gupta (DIN: 00003658) as Non Executive Independent Director.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED as an Ordinary Resolution that pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, Shri Bhupesh Chand Gupta (DIN: 00003658), who has been appointed as an Additional Director on the Board of the Company on the recommendation/confirmation and approval of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on the 12th February, 2020 with effect from this date, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and, who is not debarred from holding the office of directors pursuant to any SEBI’s Order or any other authority, be and is hereby appointed as Non Executive Independent Director (not liable to retire by rotation) for a term of 03 (three) years w.e.f. the 12th February, 2020 till the 11th February, 2023.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

7. To approve the re-appointment of Smt. Jagath Chandra (DIN: 07147686) as Non-Executive Independent Woman Director on the Board of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, Smt. Jagath Chandra (DIN: 07147686), Non Executive Independent Woman Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations, and, who is not debarred from holding the office of directors pursuant to any SEBI’s Order or any other authority and who is eligible for re-appointment, be and is hereby re-appointed as Non- Executive Independent Woman Director of the Company (not liable to retire by rotation) for a period of 03(three) years commencing from the 10th November, 2020 till the 09th November, 2023 pursuant to approval of the Board of Directors on the recommendation of the Nomination and Remuneration Committee at their respective meetings held on the 30th July, 2020.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution.”

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

To consider and if thought fit, to pass the following resolution as a **Special Resolution:-**

“RESOLVED as a Special Resolution that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended, and, provisions of the Articles of Association of the Company, as amended from time to time, the re-appointment of Shri Sushil Ansal {DIN: 00002007} as Chairman & Whole Time Director, the period of whose office shall be liable to determination by retirement by rotation, for a period of five years commencing from the 01st April, 2020 to the 31st March, 2025 with NIL remuneration and other terms and conditions, as approved by the Nomination and Remuneration Committee and the Board of Directors {Board} at their respective meetings held on the 12th February, 2020, be and are hereby approved.

RESOLVED FURTHER THAT Shri Sushil Ansal shall not be entitled to any sitting fees or other payments for attending meetings of the Board, or where applicable, any committee/s thereof.

RESOLVED FURTHER THAT in the event of profits of the Company arising in any financial year, in future and/or continuation of profit thereafter, remuneration be paid to Shri Sushil Ansal, and such remuneration shall be regulated in accordance with applicable parts/sections of the Schedule V and/or other applicable provisions of the Act, as existing from time to time and shall be subject to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company.

RESOLVED FURTHER THAT Shri Sushil Ansal be permitted use of Company's car/s with driver/s and also telephone/s at his residence for official purposes of the Company.

RESOLVED FURTHER THAT during the period Shri Sushil Ansal remains Chairman and Whole Time Director, all other rules, regulations, etc. of the Company shall be applicable to him, unless otherwise decided by the Board.

RESOLVED FURTHER THAT the duties and authorities assigned/delegated to Shri Sushil Ansal, in the past, from time to time, shall continue to remain in force, beside such other duties and authorities as may be assigned/delegated by the Board from time to time, and, his existing membership in the Committee/s of the Board shall continue, unless decided otherwise by the Board.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to vary and/or modify the remuneration of Shri Sushil Ansal, in the event of profit arising in any financial year, in future and/or continuation of profit thereafter, in accordance with applicable salary grade, and other terms and conditions, from time to time, after approval of his remuneration by the Nomination and Remuneration Committee, provided that the remuneration does not exceed the ceiling/s laid down under Section 197, Schedule V and/or other applicable provisions of the Act, as existing from time to time."

9. To ratify/approve the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31st March, 2021.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:-

"RESOLVED as an Ordinary Resolution that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded to the Board of Directors of the Company (Board) for ratifying / approving the remuneration of ₹ 1,50,000 (Rupees One lakh and fifty thousand only) excluding applicable tax payable to M/s J.D. Associates, Cost Accountants (Firm Registration No. 101443), whose appointment as Cost Auditor (including fixation of their remuneration) has been approved by the Board on the recommendation of the Audit Committee at their respective meetings held on the 30th July, 2020, for conducting the audit of the cost records of the Company for the Financial Year ending the 31st March, 2021.

RESOLVED FURTHER THAT the Board and/or its Committee and/or officer/s of the Company, to which/whom the Board may delegate or has delegated its powers, from time to time, be and are hereby authorized to do all the necessary acts/ deeds/ things including taking all consequential/ incidental step/s, to give effect to this Resolution."

By and on behalf of the Board of Directors
For Ansal Properties and Infrastructure Limited.

Regd. Office:

115, Ansal Bhawan,
16, Kasturba Gandhi Marg,
New Delhi - 110 001
CIN: L45101DL1967PLC004759
Email: shareholderservice@ansalapi.com

(ABDUL SAMI)
General Manager {Corp. Affairs}
& Company Secretary
FCS- 7135

Date: 14th July, 2020
Place: New Delhi

NOTES:

- a) In view of the present COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular Nos. 20/2020, 17/2020 and 14/2020 dated the 05th May, 2020, 13th April, 2020 and 08th April, 2020, respectively (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide its circular dated the 12th May, 2020 have permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’), the AGM of the Company is being held through VC / OAVM.
- b) The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”) in respect of the Special businesses to be transacted under item nos. 05 to 09 of the Notice, is annexed hereto.
- c) The relevant information of directors pursuant to Regulation 36(3) of Listing Regulations in respect of Whole Time Directors and Non-Executive Independent Directors under item nos. 05 to 08 of the Notice, are also annexed.
- d) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held in terms of the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.**
- e) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 115, Ansal Bhawan, 16 Kasturba Gandhi Marg, New Delhi-110001, which shall be the deemed venue of AGM.
- f) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to chetan.gupta@apacandassociates.com with copies marked to the Company at shareholderservice@ansalapi.com and to its Registrar & Share Transfer Agent (“RTA”) at shamwant.kushwah@linkintime.co.in.
- g) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 12th May, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company’s website www.ansalapi.com, website of Link Intime India Private Ltd., at www.linkintime.co.in and websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- h) For receiving all communication (including Notice and Annual Report) from the Company electronically:
- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at shareholderservice@ansalapi.com or to Link Intime India Private Ltd., at shamwant.kushwah@linkintime.co.in or shareholders can update email through the link viz. <https://linkintime.co.in/emailreg/emailregister.html>
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant or can register his/her Email id or other details through the above URL temporarily to receive Notice/ Annual report for the year 2019-20.

The Company has also published a public notice by way of an advertisement, for the aforesaid purpose, on the 15th July, 2020 in The Financial Express and Jansatta, both having a wide circulation in Delhi and, NCR along with their electronic editions, in this regard.

i) Non-Resident Indian Members are requested to inform RTA, immediately on:

- a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
- j) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- k) In view of the SEBI's Notification, the transfer of securities would not be processed from the 01st April 2019 unless the securities are held in the dematerialized form with a depository. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.
- l) The Register of Directors and Key Managerial Personnel and their shareholding, and Register of Contracts or Arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 and Rules made there under, respectively, shall be available for inspection through email or other electronic mode during the AGM by any person having right to attend the AGM. Members seeking to inspect such documents can send an email to shareholderservice@ansalapi.com
- m) All documents referred to in the Notice are open for inspection, and will be made available through email or other electronic mode and at the Registered Office of the Company on all working days except Saturdays and Public Holidays (between 10.00 a.m. to 05.00 p.m.), from the date of circulation of this Notice, up to the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to shareholderservice@ansalapi.com.
- n) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, the 22nd September, 2020 to Monday, the 28th September, 2020 (both days inclusive).
- o) Members are already aware that M/s. Link Intime India Pvt. Ltd. having their office at Noble Heights, 01st Floor, Plot no. NH-2, C-1, Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058 is the Registrar and Share Transfer Agent ("Registrar" or "STA") of the Company, both for electronic connectivity and Share Transfer work. Members can make correspondence with STA for Share Transfer requests, dividend and change of address and other related queries.
- p) Members holding shares in physical form are requested to immediately intimate any change in their residential address to the Registrar and /or e-mail, so that change could be effected in the Register of Members before Annual Book Closure.
- q) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or e-mail immediately to their respective Depository Participants to enable the Company to send communications.
- r) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.
- s) Members are hereby informed that pursuant to Section 124(5) of the Companies Act, 2013 ("Act"), the Company has transferred money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investors Education and Protection Fund established by the Central Government under sub-section (1) of Section 125 of the Act.

Pursuant to Section 124(2) of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has uploaded the details of unclaimed dividend amounts transferred to Investor Education and Protection Fund for the financial year ended on 31.03.2011 on the website of the Company.

Further pursuant to Section 124(6) of the Companies, Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and its amendment Rules, 2017, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more have been transferred by the Company in the Demat Account of Investor Education and Protection Fund ("IEPF") Authority ("Authority") as per the procedure mentioned in the said Rules. The Company has transferred the shares, whose dividend is not claimed/ paid for the financial year ended on the 31st March 2011 to the Authority. Details of the shares transferred to Authority are available on the website of the Company (www.ansalapi.com). No claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends amount to IEPF, shareholders are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in. Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.

- t) The Company is registered with the following depositories for dematerialization of its Equity shares:-
- i) National Securities Depository Ltd. (NSDL), at Trade World, A wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
 - ii) Central Depository Services (India) Ltd. (CDSL), at Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai- 400013

The Registration no. granted by NSDL & CDSL is ISIN INE-436A01026.

- u) Pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules framed thereunder, facility for making nominations is available to the shareholders, in respect of Equity shares, held by them. Requests for nomination facility shall be made in the prescribed form (SH 13).
- v) Members desiring any information/clarification on the Financial Statements or any matter to be placed at the AGM, are requested to write to the Company at its Registered Office or can send an email to shareholderservice@ansalapi.com, at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
- w) In compliance with the provisions of Sections 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 and the Regulation 44 of the Listing Regulations, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has entered into an agreement with our Registrar for facilitating remote e-voting to enable the members (shareholders) to cast their votes electronically on all resolutions set forth in this Notice. Further, the facility for voting through electronic voting system will also be made available at the AGM ("InstaMeet") and the members attending the meeting and who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through InstaMeet.
- x) The instructions for Members (Shareholders) for remote e-voting as well as to attend and vote at the Annual General Meeting through Insta Meet, are as under:-

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LIPL)**

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No. + Folio No. registered with the Company

5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Members holding shares in Demat Form or Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> ● Members who have not updated their PAN with depository participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> ● Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

6. **Voting at the Annual General Meeting:** The Members who have not cast their vote through remote e-voting can exercise their voting rights at the AGM through VC / OAVM when window for e-voting is activated. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
7. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The

password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter.)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

9. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No." of Ansal Properties & Infrastructure Limited.

10. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

11. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

12. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

13. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

14. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:**

Instructions for Shareholders/Members to attend the Annual General Meeting through Insta Meet (VC/OAVM) are as under:

1) Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with > {excess of } 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted up to 1000 members only.

Shareholders/ Members will be provided with Insta Meet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:

a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company

- b. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - c. Mobile No.
 - d. Email ID
2. Click “Go to Meeting”

Notes:

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
 - Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
 - Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- ❖ Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at (shamwant.kushwah@linkintime.co.in/shareholderservice@ansalapi.com) from Thursday, 24th September, 2020 from 10.00 A.M to Saturday, 26th September, 2020

The first 05 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (shareholderservice@ansalapi.com). The same will be replied by the company suitably.

Note:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

❖ **Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the Scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC / OAVM page, click on the link for e-Voting “Cast your vote”.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through Insta Meet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through Insta Meet. However, they will not be eligible to vote again during the meeting.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call our Registrar at Telephone : (022-49186175) for Insta Meet Support Desk, Link Intime India Private Limited.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of times till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Insta vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call them at Telephone : 022 - 49186000.

- ❖ A person, who has acquired share(s) and become the Member of the Company after the dispatch of Notice of AGM and holding shares as on the cut off date i.e. the 21st September, 2020, may follow the same procedure as mentioned above for remote e-Voting. Detailed procedure for obtaining Login ID details is also provided in the Notice of AGM which is available at the Company's website www.ansalapi.com and also on the website of the Registrar at <https://instavote.linkintime.co.in>.

❖ **Other details :**

1. The remote e-voting period begins on Friday, the 25th September, 2020 (9:00 a. m) and ends on Sunday, the 27th September, 2020 (5.00 p.m.) During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2020, may cast their vote electronically. The remote e-voting portal where votes are cast shall be disabled by the Registrar for voting thereafter.
2. Members who have exercised their voting right through remote e-voting prior to AGM may also attend the meeting but shall not be eligible to cast vote again through InstaMeet.
3. The voting rights of Members shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date i.e. the 21st September, 2020.
4. APAC & Associates LLP, Company Secretaries {ICSI unique Code no. P2011DE025300}, having its head office at 604-605 PP City Centre, Road no. 44, Pitampura, New Delhi-110034, has been appointed as the Scrutinizer to scrutinize the voting process {through InstaMeet and remote e- voting} in a fair and transparent manner.

5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting {InstaMeet} and thereafter unblock the votes cast through remote e- voting in the presence of at least 02 (two) witnesses not in the employment of the Company and make, not later than 48 hours from the conclusion of the meeting, a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Company or the person authorised by him in writing who shall countersign the same.
6. The results shall be declared along with the consolidated report of the scrutinizer shall be placed on the Company's website www.ansalapi.com and on the website of the Registrar <https://instavote.linkintime.co.in> , immediately after the result is declared by the Chairman or person authorized by him and simultaneously communicated to the BSE Limited {<https://www.bseindia.com>} and the National Stock Exchange of India Limited {<https://www.nseindia.com/>}. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
7. Subject to the receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e. Monday, the 28th September, 2020.

EXPLANATORY STATEMENT AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013

Item nos. 5 and 6:

The Board of Directors of the Company (Board), pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof) and pursuant to all applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, have appointed the following Non Executive Independent Directors (Not liable to retire by rotation), as per the details given below, on the Board of the Company, which is subject to the approval of the Members by way passing Ordinary Resolutions in terms of provisions of Regulation 17(1)(A) of the Listing Regulations.

Sl. No.	Name of Non Executive Independent Director	Date of appointment / Date of meetings of nomination and remuneration committee and Board of Directors	Term of Appointment	Qualification
1	Smt. Satish Chandra (DIN: 02835841)	13 th November, 2019	03 years (13 th November, 2019 to 12 th November, 2022)	PhD in Management in International Law and Economics, LL.M, LL.B.
2	Shri. Bhupesh Chand Gupta (DIN: 00003658)	12 th January, 2020	03 years (12 th Febuary, 2020 to 11 th Febuary, 2023)	MBA, CS, LL.B, M.Com and B.Com (H)

Pursuant to Section 161 of the Act read with Article 105 of the Articles of Association of the Company, the aforesaid Non-Executives Independent Directors, being Additional Directors, hold the office up to the date of this Annual General Meeting. Notices have been received from the member/s of the Company signifying their intentions to propose them as candidate/s for the office of Director of the Company.

The above mentioned Non Executive Independent Directors are highly experienced in diverse fields and qualified and have given a declaration that they meet the criteria of independence as provided under Section 149 (6) of the Act and Listing Regulations and are not debarred from holding the office of directors pursuant to any SEBI's Order or any other authority. Moreover, they are also not disqualified to become the directors under the Act.

In the opinion of the Board, they fulfill the conditions specified in the Act and the Companies (Appointment and

Qualification of Directors) Rules, 2014 and Listing Regulations for appointment as Independent Director/s and they are independent of the Management.

The Nomination and Remuneration Committee at its various meetings, as mentioned aforesaid, has recommended/confirmed the appointments of Shri Satish Chandra and Shri Bhupesh Chand Gupta in terms of the said applicable provisions of the Companies Act, 2013, its Rules and Listing Regulations.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointments of Shri Satish Chandra and Shri Bhupesh Chand Gupta, as Non-Executive Independent Directors are now being placed before the Members at this AGM for their approval.

The terms and conditions of appointment of Shri Satish Chandra and Shri Bhupesh Chand Gupta, as Non-Executive Independent Directors as well as the Memorandum & Articles of Association of the Company shall be open for inspection by members of the Company through email on all working days, except Saturdays and Public Holidays, during business hours (i.e., 10:00 a.m. to 5:00 p.m.) up to the date of the Meeting.

Brief resume of Shri Satish Chandra and Shri Bhupesh Chand Gupta, nature of their expertise in specific functional area and the names of the listed companies in which they hold directorship and membership of committee of the Board, shareholding and the relationship between the directors inter-se as stipulated by the Listing Regulations, are provided in the notice.

Your Directors recommend passing the proposed Resolutions given in item nos. 5 and 6 as Ordinary Resolutions.

Save and except the aforesaid, Non- Executive Independent Directors, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in these proposed Ordinary Resolutions.

Item no. 7 :

The Board of Directors of the Company ("Board") on the recommendation of the Nomination and Remuneration Committee had appointed Smt. Jagath Chandra (DIN: 07147686), as Non-Executive Independent Woman Director of the Company for a term of 02 (two) consecutive years commencing from the 10th November, 2018 to the 09th November, 2020, subject to the approval of the members by way of passing a Special Resolution. Subsequently, her appointment was approved by the members at their Annual General Meeting held on the 28th September, 2019. Accordingly, the tenure of her appointment as Non-Executive Independent Woman Director is due to expire on the 09th November, 2020.

However, prior to the expiry of her tenure, the Board at their meeting held on the 30th July, 2020, pursuant to the provisions of Sections 149 and 152 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, has reappointed Smt. Jagath Chandra, as a Non-Executive Independent Woman Director of the Company, (not liable to retire by rotation) for a further period of 03 (three) consecutive years commencing from the 10th November, 2020 to the 09th November, 2023. The appointment is subject to the approval of the members, by way of passing a Special Resolution (since she has already attained the age of 75 years), which is being sought at this AGM.

Smt. Jagath Chandra (DIN: 07147686), is a Science Graduate having highly skilled public relations and organizational abilities with more than 40 years of demonstrated success. Her appointment has been and is expected to be substantially beneficial to the Company and its business, in the future, and that constitutes justification for her re-appointment.

Section 149(10) & (11) of the Companies Act, 2013, among others, provide that an Independent Director shall hold office for term up to five consecutive years on the Board of a company, and shall be eligible for re-appointment for another consecutive term of up to five years on passing of a Special Resolution. Thereafter there should be a gap of three years.

Smt. Jagath Chandra has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and that she is not debarred from holding the office of directors pursuant to any SEBI's Order or any other authority. Moreover, she is also not disqualified to become director under the Act.

In the opinion of the Board, she fulfils the conditions specified in the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 and Listing Regulations for appointment as an Independent Director and she is independent of the Management.

The Nomination and Remuneration Committee of the Company at its meeting held on 30th July, 2020 has recommended the appointment of Smt. Jagath Chandra in terms of the said applicable provisions of the Companies Act, 2013, its Rules and Listing Regulations.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the re-appointment of Smt. Jagath Chandra (DIN: 07147686) as a Non-Executive Independent Woman Director is now being placed before the members at this AGM for their approval.

The terms and conditions of appointment of Smt. Jagath Chandra as a Non-Executive Independent Woman Director, and Memorandum & Articles of Association shall be open for inspection by members of the Company through email on all working days, except Saturdays and Public Holidays, during business hours (i.e., 10:00 a.m. to 05:00 p.m.) up to the date of the Meeting.

Brief resume of Smt. Jagath Chandra, nature of her expertise in specific functional area and the names of the listed companies in which she holds directorship and membership of committee of the Board, shareholding and the relationship between the directors inter-se as stipulated by the Listing Regulations, are provided in the notice.

In terms of the criteria for performance evaluation of Board and Independent Directors (approved by the Board of Directors at their meeting held on the 12th August, 2017), the averaging for peer review has been done on the basis of the rating received from all the Directors, which was placed before the Independent Director at their meeting held on the 12th February, 2020.

It was generally recognized that all independent Directors including Smt. Jagath Chandra, a Non-Executive Independent Woman Director were highly experienced in diverse fields, qualified, and, completely conscious of their duties & responsibilities and discharging, overall, their role and responsibilities as per the best practices in the Industry.

Your Directors recommend passing the proposed Resolution given in item no. 7 as a Special Resolution.

Except Smt. Jagath Chandra, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in this proposed Special Resolution.

Item no. 08

Shri Sushil Ansal was re-appointed as Chairman & Whole Time Director of the Company for a period of 05 years, w.e.f. the 1st April, 2015 by the Board of Directors {Board} at its meeting held on the 12th August, 2014, in terms of the applicable provisions of the Companies Act, 2013, subject to the approvals of the shareholders by way of passing a Special Resolution, since he had attained the age of 70 years at the time of his re-appointment. The shareholders at their meeting held on the 29th September 2014 had approved the re-appointment of Shri Sushil Ansal as Chairman & Whole Time Director of the Company, including the payment of his remuneration. Accordingly, the tenure of his re-appointment as Chairman & Whole Time Director of the Company has expired on the 31st March 2020.

The Board at their meeting held on the 12th February, 2020 has approved the re-appointment of Shri Sushil Ansal as Chairman & Whole Time Director, with NIL remuneration, the period of whose office shall be liable to determination by retirement by rotation, for a period of five years commencing from the 01st April, 2020 to the 31st March, 2025, in terms of the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies, Act 2013 {"Act"}, and the Rules framed thereunder, on the basis of recommendation of its the Nomination and Remuneration Committee at the meeting held on the same date subject to the approval of the shareholders by way of passing a Special Resolution {since he has already attained the age of 70 years}.

Details of the terms and conditions of the re-appointment and remuneration of Shri Sushil Ansal, is set out in the Item no.8 of the Notice.

Shri Sushil Ansal is a graduate from St. Stephen's College from Delhi University and thereafter acquired business management acumen. Brief resume of Shri Sushil Ansal and the names of the listed companies in which he holds directorship and membership of committee of the Board, shareholding and the relationship between the directors inter-se as stipulated by the Listing Regulations, are provided in the notice.

Shri Sushil Ansal satisfies all the conditions set out in Part –I of Schedule V and as mentioned under Section 196(3) of the Act for being eligible for his re-appointment.

The Memorandum and Articles of Association of the Company can be inspected by the shareholders of the Company through e-mail on all working days, except Saturdays and Public Holidays, during business hours up to the date of the Meeting.

Your Directors recommend passing the proposed Resolution given in item no. 8 as a Special Resolution.

Save and except Shri Sushil Ansal, Chairman & Whole Time Director and Shri Pranav Ansal, Vice Chairman & Whole Time Director, son of Shri Sushil Ansal, none of the other Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in this proposed Special Resolution.

Item No. 09

In terms of the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), it is required to appoint the Cost Auditor to conduct the audit of the cost records of the Company. The remuneration of Cost Auditor is required to be ratified by the Members of the Company.

M/s J.D. Associates, Cost Accountants, Firm Registration No. 101443, has been appointed as Cost Auditor by the Board of the Company (Board) on the recommendation of the Audit Committee at their respective meetings held on the 30th July, 2020, to conduct the audit of the cost records of the Company for the Financial Year ending the 31st March, 2021 at the remuneration amounting ₹.1,50,000 (Rupees One lakh and fifty thousand only) excluding applicable tax.

In compliance with the provisions of said Section the remuneration of the Cost Auditor for the Financial Year 2020-21 is now being placed before the Members at this AGM for their ratification/approval.

The Memorandum & Articles of Association of the Company can be inspected by members of the Company through email on all working days, except Saturdays and Public Holidays, during business hours (i.e., 10:00 a.m. to 5:00 p.m.) up to the date of the Meeting.

Your Directors recommend passing the proposed Resolution given in item no. 9 as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives are concerned or interested, financially or otherwise in the proposed Ordinary Resolution.

By and on behalf of the Board of Directors
For **Ansal Properties and Infrastructure Limited.**

Regd. Office:

115, Ansal Bhawan,
16, Kasturba Gandhi Marg,
New Delhi - 110 001
CIN: L45101DL1967PLC004759
Email: shareholderservice@ansalapi.com

(ABDUL SAMI)
General Manager {Corp. Affairs}
& Company Secretary
FCS- 7135

Date: 14th August, 2020

Place: New Delhi

ANNEXURE TO THE NOTICE DATED THE 14th AUGUST, 2020

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DETAILS OF THE WHOLE TIME DIRECTORS (WTD) & NON EXECUTIVE INDEPENDENT DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director/s	Shri Sushil Ansal, Chairman & WTD	Shri Pranav Ansal, Vice Chairman & WTD	Shri Satish Chandra, Non Executive and Independent Director	Shri Bhupesh Chand Gupta, Non Executive and Independent Director	Smt. Jagath Chandra, Non Executive and Independent Women Director
Ref. of item no. of Notice dated the 14th August, 2020	2 & 10	3	5	6	9
Date of Birth	11.11.1939	27.11.1968	01.01.1956	26.08.1961	31.08.1945
Age of Directors	81 Years	52 Years	64Years	59 Years	75 years
Date of First Appointment on the Board	30.06.1967	28.09.2006	13.11.2019	12.02.2020	10.11.2018
Qualifications	B.A. (Hons) in Economics	B.Com (Hons.)	PhD in Management, Masters in International Law and Economics, LL.M, LLB	B.E.(Civil), LLB and M.Sc. (Disaster Mitigation)	B.Sc
Expertise in specific functional areas / Experience	Shri Sushil Ansal, is the driving force behind the AnsalAPI Group. He has been the Chairman of Overseas Construction Council of India. He is Past President of PHD Chamber of Commerce and Industry and has been the Chairman of National Housing Committee of Federation of Indian Chambers of Commerce and Industry. He has been actively associated with several other Chambers including an active spokesperson of trade and industry.	Shri Pranav Ansal, is a prominent industrialist who is expanding the great legacy of the Ansal API Group. He is a graduate from Hans Raj College (Delhi University) and initially joined the Company as a Management Trainee. He is the driving force behind Ansal Plaza, Delhi which sparked off the Mall revolution in the Country. He has taken upon the mantle of expanding the Group's business to new horizons and is responsible for extending the Ansal API brand name to new geographies in the areas of township development and innovative commercial set	Shri Satish Chandra is a Retired Officer from Indian Railway Service. He was awarded as "Railway Minister Award" for the best performance in increasing revenue in Indian Railways. His last posting was as Managing Director with Bird Group, Public Sector Undertaking. He is PhD in Management for Implication of Fertilizer subsidy for Indian Agricultural Sector with specific reference to Fertilizer Industry from Indraprastha University. He has done Masters in	Shri Bhupesh Chand Gupta is a pro-active and result oriented professional having more than 30 years of experience in Real Estate Business Development, Legal and Liaisoning work in a dynamic, vibrant, global organization with ample scope of self-development and growth. He was last associated with Hero Realty Ltd, Hero Group of Companies as Whole Time Director.	Smt. Jagath Chandra, is a Science Graduate having highly skilled public relations and organizational abilities with more than 4 decades of demonstrated success. She has worked more exclusively in relocation of expatriates and foreign clients and has worked for reputed National and International Clients on consultancy basis.

	He is also engaged in various charitable and social up-liftment projects through their various Trusts of which he is the Chairman. He introduced the Shopping Mall culture in North India by building "Ansal Plaza" in the year 1998 followed by a chain of malls. For his outstanding contribution in the Construction and Real Estate Industry in India and abroad, he has been honored on many occasions.	ups with international standards.	International Law and Economics from Bern Switzerland and LL.M, LL.B.	Company Secretaries of India. He has also done LL.B, M.Com and B.Com(H) from Delhi University.	1. Uttam Steels Limited 2. Uttam Galva Steels Limited
Name of other listed companies in which Directorships held by such persons	NIL	NIL	NIL	NIL	1. Uttam Steels Limited 2. Uttam Galva Steels Limited
Name of other listed companies in which such persons holding Membership of committee of the Board	NIL	NIL	NIL	NIL	1. Uttam Galva Steels Limited
Remuneration last drawn					
Details of the last drawn Remuneration are mentioned in the Corporate Governance Report which forms part of the Directors Report.					
No. of meeting of the Board attended during the year					
Details of the last drawn Remuneration are mentioned in the Corporate Governance Report which forms part of the Directors Report.					
Shareholding in the Company	2,29,82,448	79,71,850	NIL	NIL	NIL
Relationship between director Inter-se	Father of Shri Pranav	Son of shri Sushil Ansal	Not related	Not related	Not related