

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF ANSAL PROPERTIES AND INFRASTRUCTURE LIMITED, HELD ON 12TH AUGUST, 2024 AT NEW DELHI

Considering and approving the Appointment of Shri Dheeraj Goel (DIN: 09503113) as the Deputy Managing Director of the Company.

RESOLVED THAT Shri Dheeraj Goel (DIN: 09503113) be and is hereby appointed, with effect from the 12th August, 2024 as an Additional Director on the Board of the Company pursuant to Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, read with Article 105 of the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 196, 197 and 203 of the Companies Act, 2013 {the Act} and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V including any statutory modifications or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, and, provisions of the Articles of Association of the Company, as amended from time to time and subject to the approval of shareholders by way of passing an Ordinary Resolution in the general meeting (including through Postal Ballot), Shri Dheeraj Goel (DIN: 09503113), be and is hereby appointed, with effect from the 12th August, 2024, as Deputy Managing Director of the Company, for a period of one year, commencing from the 12th August, 2024 to 11th August, 2025, liable to retire by rotation with NIL remuneration.

RESOLVED FURTHER THAT Shri Dheeraj Goel ceases to be director of the Company upon resigning from the position of the Deputy Managing Director during the term of his appointment.

RESOLVED FURTHER THAT Shri Dheeraj Goel be permitted to use of Company's Car with driver for official purpose.

RESOLVED FURTHER THAT Shri Dheeraj Goel 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, with or without salary grades, as may be decided, be paid to Shri Dheeraj Goel, 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, subject to the approval of the Nomination and the Remuneration Committee and the Board of Directors of the Company, without being required to seek any fresh approval of the members of the Company.

RESOLVED FURTHER THAT during the period Shri Dheeraj Goel remains as Deputy Managing 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 Dheeraj Goel 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/ Chairman / Managing Director, from time to time.

RESOLVED FURTHER THAT authority be sought from the shareholders to the Board and its Committee while seeking their approval for the appointment and remuneration (in the event of profits of the Company arising in any financial year, in future, and/or continuation of profit thereafter) of Shri Dheeraj Goel and to vary and/or modify the remuneration of Shri Dheeraj Goel, in accordance with his salary grade, and other terms and conditions, from time to time, including grant of one or more additional increments, annually, based on his performance, after approval of his remuneration by the Nomination and Remuneration Committee and the Board of Directors, 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.

RESOLVED FURTHER THAT Shri Pranav Ansal, Chairman & Whole Time Director, Shri Deepak Mowar, Managing Director and CEO of the Company and Shri Abdul Sami, General Manager {Corporate Affairs} & Company Secretary of the Company be and are hereby authorized, severally, to take various steps in this regard and filing of Forms, with the Registrar of Companies, NCT of Delhi and Haryana.

RESOLVED FURTHER THAT Shri Pranav Ansal, Chairman & Whole Time Director be and is authorized to issue Appointment Letters/or any other Letter to Shri Dheeraj Goel to give effect to this Resolution.

RESOLVED FURTHER THAT certified true copy of the Resolution be submitted, wherever required, under the signature of any Director or Company Secretary of the Company."

Certified to be Correct
For Ansal Properties & Infrastructure Limited




Abdul Sami
(Company Secretary)

M. No: FCS: 7135

Address: 112 Ansal Bhawan 16 K G Marg,
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*Pooja
Bajaj*

Ansal Properties & Infrastructure Ltd.

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