

## **NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given that the 52<sup>nd</sup> Annual General Meeting of the Members (Shareholders) of the Company will be held on Saturday, the 28<sup>th</sup> September, 2019 at 11.00 A.M at Sri Sathya Sai International Centre, Pragati Vihar, Bhisim Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi- 110003 to transact the following business:-**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) for the Financial Year ended 31<sup>st</sup> March, 2019 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.

### **SPECIAL BUSINESS:**

4. **To approve the appointment of Smt. Jagath Chandra (DIN: 07147686) as Non Executive Independent Woman Director.**

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, 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, Smt. Jagath Chandra (DIN: 07147686), 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 10<sup>th</sup> November, 2018 with effect from this date, and who has submitted a declaration that she meets the criteria for independence as provided in 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 Woman Director (not liable to retire by rotation) for a term of 02 (two) years w.e.f. the 10<sup>th</sup> November, 2018 till the 09<sup>th</sup> November, 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.”

5. **To approve the appointment of Shri Arvind Kumar Gupta (DIN: 03203379) 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 (“Listing Regulations”), as amended, Shri Arvind Kumar Gupta (DIN: 03203379), 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 12<sup>th</sup> January, 2019 with effect from this date, and who has submitted a declaration that he meets the criteria for independence as provided in 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 12<sup>th</sup> January, 2019 till the 11<sup>th</sup> January, 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 Malay Chatterjee (DIN: 00380683) 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 Malay Chatterjee (DIN: 00380683), 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 27<sup>th</sup> May, 2019 with effect from this date, and who has submitted a declaration that he meets the criteria for independence as provided in 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 02 (two) years w.e.f. the 27<sup>th</sup> May, 2019 till the 26<sup>th</sup> May, 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.”

7. **To approve the appointment of Shri Yogesh Gauba (DIN: 02604798) as Director of the Company.**

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

“**RESOLVED as an Ordinary Resolution that** pursuant to Section 161 of the Companies Act, 2013 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 the provisions of Articles of Association of the Company, Shri Yogesh Gauba (DIN: 02604798), who has been appointed as an Additional Director, w.e.f the 27<sup>th</sup> May, 2019, 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 27<sup>th</sup> May, 2019 with effect from this date, 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 Director of the Company liable to retire by rotation.”

8. **To approve the appointment of Shri Yogesh Gauba (DIN: 02604798) as Whole Time Director and CEO of the Company.**

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, and 203 of the Companies Act, 2013 (“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 ("Listing Regulation"), as amended, and, provisions of the Articles of Association of the Company, as amended from time to time ("Listing Regulation"), Shri Yogesh Gauba (DIN:02604798), be and is hereby appointed, with effect from the 27<sup>th</sup> May, 2019, as Whole Time Director and CEO of the Company, for a period of 02 (two) years, commencing from the 27<sup>th</sup> May, 2019 to 26<sup>th</sup> May, 2021, liable to retire by rotation with Nil remuneration.

**RESOLVED FURTHER THAT** Shri Yogesh Gauba 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 profit of the Company arising in any financial year, in future and/or continuation of profit thereafter, remuneration be paid to Shri Yogesh Gauba, 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** during the period Shri Yogesh Gauba remains as Whole Time Director & CEO, 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 Yogesh Gauba 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/ Vice Chairman from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to vary and/or modify the remuneration of Shri Yogesh Gauba, 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 approve the re-appointment of Dr. Lalit Bhasin (DIN: 00001607) as Non Executive Independent 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, 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 modification(s) or re-enactment(s) thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), as amended Dr. Lalit Bhasin (DIN: 00001607), Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in 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 Director of the Company (not liable to retire by rotation) for a period of 02 (two) years commencing from the 29<sup>th</sup> September, 2019 to the 28<sup>th</sup> September, 2021 pursuant to approval of the Board of Directors on the recommendation of the Nomination and Remuneration committee at their respective meetings held on the 13<sup>th</sup> August, 2019.

**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."

10. **To ratify/approve the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31<sup>st</sup> March, 2020.**

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 Rs. 1,50,000 (Rupees One lakh and fifty thousand) 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 13<sup>th</sup> August, 2019, for conducting the audit of the cost records of the Company for the Financial Year ending the 31<sup>st</sup> March, 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.”

**Regd. Office:**

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

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

Sd/-  
**(ABDUL SAMI)**  
**General Manager (Corporate Affairs) &**  
**Company Secretary**  
**FCS -7135**

Date : 13<sup>th</sup> August, 2019

Place: New Delhi

**NOTES:**

- a) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4 to 10 of the Notice, is annexed hereto.
- b) The relevant information of directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) in respect of the Whole Time Directors, Whole Time Director & CEO and Non Executive Independent Directors under Item Nos. 4 to 9 of the Notice, are also annexed.
- c) **A MEMBER (SHAREHOLDER) ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy in order to be effective must be deposited at the Company’s Registered Office duly filled, stamped (wherever necessary) and signed, not less than FORTY-EIGHT (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolution/ authority, as applicable. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a single proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

- d) Members, Proxies and Authorised Representatives are requested to bring to the AGM, the Attendance Slip enclosed herewith, duly filled, stamped and signed, mentioning therein details of their DP ID and Client ID / Folio No.
- e) Every member entitled to vote at the meeting of the Company shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged (between 10.00 a.m. to 05.00 p.m.), provided not less three days' notice in writing of the intention is given to the Company.
- f) Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company or upload it on remote e-voting portal, well in advance, a certified true copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the Meeting.
- g) 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 by any person having right to attend the AGM.
- h) All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days except Sundays and Public Holidays (between 10.00 a.m. to 05.00 p.m.) up to the date of the Annual General Meeting.
- i) The Register of Beneficial Owners, Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the 23<sup>rd</sup> September, 2019 to Saturday, the 28<sup>th</sup> September, 2019 (both days inclusive).
- j) Members may note that the Annual Report including the Notice of 52<sup>nd</sup> AGM and the route map shall be available at the website of the Company ([www.ansalapi.com](http://www.ansalapi.com)) (Route map also forms part of this Notice).
- k) Members are already aware that M/s. Link Intime India Pvt. Ltd. having their office at Noble Heights, 01<sup>st</sup> Floor, Plot no. NH-2, C-1, Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058 is the Registrar and Share Transfer Agent (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.
- l) Members holding shares in physical form are requested to immediately intimate any change in their residential address to the STA and /or e-mail, so that change could be effected in the Register of Members before Annual Book Closure.
- m) 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.
- n) 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.
- o) Members holding shares in physical form are requested to convert their holding in dematerialized form as transfer of securities shall be carried out now in dematerialized form only, in terms of the amendment in the Regulation 40 of the Listing Regulations pursuant to the SEBI's circular dated the 08<sup>th</sup> June, 2018.
- p) In case of joint holders attending the meeting, the shareholder 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.
- q) 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, as amended, 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 31<sup>st</sup> March, 2011 to the Authority. Details of the shares transferred to Authority are available on the website of the Company. 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 IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.

- r) 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, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013
  - ii) Central Depository Services (India) Ltd. (CDSL), at Marathon Futurex, A-Wing, 25<sup>th</sup> floor, NM Joshi Marg, Lower Parel, Mumbai- 400013

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

- s) 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).
- t) Members desiring any information/clarification on the Financial Statements are requested to write to the Company at its Registered Office at least 15 days before the date of Annual General Meeting so that the same may be attended to, well in advance.
- u) 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 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. Please note that remote e-voting is an alternate mode to cast votes and it is optional.
- v) **The instructions for Members (Shareholders) for remote e-voting 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 08 Character DP ID followed by 08 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 LIPL: <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 08 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

<b>For Members holding shares in Demat Form or Physical Form</b>	
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"> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

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

**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 08 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**

6. 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.

7. 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’.

8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

9. 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.

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

11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

❖ **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](mailto: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 21<sup>st</sup> September, 2019, 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](http://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 Wednesday, the 25<sup>th</sup> September, 2019 (9:00 a.m.) and ends on Friday, the 27<sup>th</sup> September, 2019 (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 Saturday, 21<sup>st</sup>



September, 2019, may cast their vote electronically. The remote e-voting portal where votes are cast shall be disabled by the Registrar for voting thereafter.

2. The facility of voting through polling paper shall also be made available at the meeting and Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
3. 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 polling paper.
4. 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 21<sup>st</sup> September, 2019.
5. APAC & Associates LLP, Company Secretaries (Firm Registration No. AAF-7948), having its head office at 310, Agarwal Cyber Plaza –I, Netaji Subhash Place, Pitampura, New Delhi-110034, has been appointed as the Scrutinizer to scrutinize the voting process (including remote e- voting) in a fair and transparent manner.
6. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting 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.
7. The Result shall be declared by the Chairman of the Company or person authorised by him. The Results declared along-with the consolidated Scrutinizer's Report shall be placed on the Company's website i.e., [www.ansalapi.com](http://www.ansalapi.com), on the Notice Board of the Company at it's Registered Office, and on the website of the Registrar after the result is declared and simultaneously communicated to the BSE Limited (<https://www.bseindia.com/>) and the National Stock Exchange of India Limited (<https://www.nseindia.com/>).

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

### Item nos. 4 to 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 (except Special Resolution in case of Smt. Jagath Chandra) in terms of provisions of Regulation 17(1)(A) of 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. Jagath Chandra (DIN: 07147686)	10 <sup>th</sup> November, 2018	02 years (10 <sup>th</sup> November, 2018 to 09 <sup>th</sup> November, 2020)	B.Sc
2	Shri. Arvind Kumar Gupta (DIN: 03203379)	12 <sup>th</sup> January, 2019	03 years (12 <sup>th</sup> January, 2019 to 11 <sup>th</sup> January, 2022)	B.Com (Hons.) and L.L.B
3	Shri. Malay Chatterjee (DIN: 00380683)	27 <sup>th</sup> May, 2019	02 years (27 <sup>th</sup> May, 2019 to 26 <sup>th</sup> May, 2021)	B.E.(Civil), L.L.B and M.Sc (Disaster Mitigation)

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 Smt. Jagath Chandra, Shri Arvind Kumar Gupta and Shri Malay Chatterjee, 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 Smt. Jagath Chandra, Shri Arvind Kumar Gupta and Shri Malay Chatterjee, 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 Smt. Jagath Chandra, Shri Arvind Kumar Gupta and Shri Malay Chatterjee, 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 in physical form at the Registered Office of the Company on all working days, except Saturdays, during business hours (i.e., 10:00 a.m. to 5:00 p.m.) up to the date of the Meeting.

Brief resume of Smt. Jagath Chandra, Shri Arvind Kumar Gupta and Shri Malay Chatterjee, nature of their expertise in specific functional area and the names of the listed companies in which they hold directorship and membership of Committees of the Board, shareholding and the relationship between the directors inter-se as stipulated by the Listing Regulations, are provided in the notice.

Nature of the expertise of Smt. Jagath Chandra, as appearing in the brief resume, is in the opinion of the Board, expected to be substantially beneficial to the Company and its business, in future, and that constitutes justification for her appointment.

Your Directors recommend passing the proposed Resolutions given in Item No. 4 as Special Resolution and in Item Nos. 5 and 6 as Ordinary Resolutions.

Save and except the aforesaid 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 Special/Ordinary Resolutions.

**Item no. 7 & 8 :**

Shri Yogesh Gauba (DIN: 02604798), a distinguished professional and an eminent Engineer holding degrees in B.E. (Civil) and PGDIM, has been appointed by the Board of Directors as an Additional Director on the Board of the Company w.e.f the 27<sup>th</sup> May, 2019.

Shri Yogesh Gauba pursuant to the provisions of Sections 149, 152, 161, and 203 of the Companies Act, 2013 ("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 ("Listing Regulation"), as amended, and, provisions of the Articles of Association of the Company, as amended from time to time, appointed with effect from the 27<sup>th</sup> May, 2019, as Whole-Time Director and CEO of the Company, for a period of 02 (two) years, liable to retire by rotation with Nil remuneration and other terms and conditions,

as commended/approved by the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on the 27<sup>th</sup> May, 2019.

Pursuant to Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Article 105 of the Articles of Association of the Company, Shri Yogesh Gauba, being Additional Director, holds office up to the date of this Annual General Meeting. Notice has been received from the member of the Company signifying his intention to propose him as a candidate for the office of Director of the Company. He has given a declaration that he is not debarred from holding the office of directors pursuant to any SEBI's Order or any other authority. Moreover, he is also not disqualified to become director under the Act.

Shri Yogesh Gauba has rich and varied experience of over 24 years' in project planning, civil engineering, project management, contract management, and real estate development. He has been associated with the Company since June, 2008, and has played an integral role in planning, monitoring, control and execution of its numerous projects.

In compliance with the provisions of Section 149 read with Schedule V of the Act, the appointments of Shri Yogesh Gauba, as Whole Time Director and CEO of the Company is now being placed before the Members at this AGM for their approval.

The terms and conditions of appointment of Shri Yogesh Gauba, as Whole Time Director and CEO of the Company (including his resume) and the Memorandum & Articles of Association of the Company shall be open for inspection by members of the Company in physical form at the Registered Office of the Company on all working days, except Saturdays, 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 Yogesh Gauba, nature of his expertise in specific functional area and the names of the listed companies in which he holds directorship and membership of Committees 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 No. 7 and 8 as Ordinary Resolutions.

Save and except Shri Yogesh Gauba, 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 Resolution/s.

**Item no. 9 :**

The Board of Directors of the Company ("Board") on the recommendation of the Nomination and Remuneration Committee have appointed Dr. Lalit Bhasin, B.A. (Hons.) LL.B. (DIN: 00001607), as Non Executive Independent Director of the Company for a term of 05 (five) consecutive years commencing from the 29<sup>th</sup> September, 2014 to the 28<sup>th</sup> September, 2019, subject to the approval of the members by way of passing an Ordinary Resolution. Subsequently, his appointment was approved by the members at their Annual General Meeting held on the 29<sup>th</sup> September, 2014. Further, in terms of the requirements of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Special Resolution was passed by the members of the Company at their Annual General Meeting held on the 29<sup>th</sup> September, 2018 for continuation of Directorship of Dr. Lalit Bhasin till 28<sup>th</sup> September, 2019, who has attained the age of 75(seventy five) years. Accordingly, the tenure of his appointment as Non Executive Independent Director is due to expire on 28<sup>th</sup> September, 2019.

However, prior to the expiry of his tenure, the Board at their meeting held on the 13<sup>th</sup> August, 2019, pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013 ("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 Dr. Lalit Bhasin, as a Non-Executive Independent Director of the Company, (not liable to retire by rotation) for a further period of 02 (two) consecutive years commencing from the 29<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2021. The appointment is subject to the approval of the members, by way of passing a Special Resolution, which is being sought at this AGM.

Dr. Bhasin, is an illustrious lawyer with four decades of law practice. His re-appointment is expected to be substantially beneficial to the Company and its business, in the future, and that constitutes justification for his 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 05(five) years on passing of a Special Resolution. Thereafter there should be a gap of three years.

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

In the opinion of the Board, he 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 he is independent of the Management.

The Nomination and Remuneration Committee of the Company at its meeting held on 13<sup>th</sup> August, 2019 has recommended the appointment of Dr. Lalit Bhasin 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 Dr. Lalit Bhasin (DIN: 00001607) as a Non-Executive Independent Director is now being placed before the members at this AGM for their approval

The terms and conditions of appointment of Dr. Lalit Bhasin as a Non-Executive Independent Director, and Memorandum & Articles of Association shall be open for inspection by members of the Company in physical form at the Registered Office of the Company on all working days, except Saturdays, during business hours (i.e., 10:00 a.m. to 05:00 p.m.) up to the date of the Meeting.

Brief resume of Dr. Lalit Bhasin, nature of his expertise in specific functional areas and the names of the listed companies in which he holds directorship and membership of Committees 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 12<sup>th</sup> 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 13<sup>th</sup> February, 2019.

It was generally recognized that all independent Directors including Dr. Lalit Bhasin, a Non Executive Independent 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. 9 as a Special Resolution.

Except Dr. Lalit Bhasin, 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. 10**

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 13<sup>th</sup> August, 2019, to conduct the audit of the cost records of the Company for the Financial Year ending the 31<sup>st</sup> March, 2020 at the remuneration amounting Rs.1,50,000 (Rupees One lakh and fifty thousand) excluding applicable tax.

In compliance with the provisions of said Section the remuneration of the Cost Auditor for the Financial Year 2019-20 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 in physical form at its Registered Office of the Company on all working days, except Saturdays, during business hours (i.e. 10:00 a.m. to 05:00 p.m.) up to the date of the Meeting.

Your Directors recommend passing the proposed Resolution given in Item No. 10 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.

**Regd. Office:**

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

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

Sd/-  
**( ABDUL SAMI )**  
**General Manager (Corporate Affairs) &**  
**Company Secretary**  
**FCS -7135**

Date : 13<sup>th</sup> August, 2019

Place : New Delhi

**ANNEXURE TO THE NOTICE DATED THE 13<sup>th</sup> AUGUST, 2019**

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	Smt. Jagath Chandra, Non Executive and Independent Director	Shri Arvind Kumar Gupta, Non Executive and Independent Director	Shri Malay Chatterjee, Non Executive and Independent Director	Shri Yogesh Gauba, Whole Time Director and CEO	Dr. Lalit Bhasin, Non Executive and Independent Director
Ref. of Item No. of Notice dated the 13th August, 2019	2	3	4	5	6	7 & 8	9
Date of Birth	11.11.1939	27.11.1968	31.08.1945	20.08.1971	23.08.1963	10.02.1972	19.01.1939
Age of Directors	80 Years	51 Years	74 Years	48 Years	56 Years	47 Years	80 years
Date of First Appointment on the Board	30.06.1967	28.09.2006	10.11.2018	12.01.2019	27.05.2019	27.05.2019	30.10.2006
Qualifications	B.A. (Hons) in Economics	B.Com (Hons.)	B.Sc	B.Com (Hons.) and L.L.B.	B.E.(Civil), LLB and M.Sc. (Disaster Mitigation)	B.E. (Civil) and PGDIM	B.A. (Hons.), LL.B.
Expertise in specific functional areas / Experience	Shri Sushil Ansal, is the driving force behind the Ansal API 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	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	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.	Shri Kumar Arvind Gupta, is an eminent lawyer having vast experience of over 20 years in matters relating to Corporate Litigation and Insolvency and Bankruptcy Laws. He holds degrees in B.Com (Hons.) and L.L.B. He started his journey with litigation firm, Karanjawala & Co. and is presently Vice-President of National Company	Shri Malay Chatterjee, is a notable professional having over 32 years experience working with various public sector enterprises across several states in India. He holds degrees in B.E.(Civil), LLB and M.Sc. (Disaster Mitigation). He has vast experience in managing large scale	Shri Yogesh Gauba is a distinguished professional and an eminent Engineer holding degrees in B.E. (Civil) and PGDIM. He has rich and varied experience of over 24 years in project planning, civil engineering, project management, construction management, real estate development. He has been associated with the Company	Dr. Lalit Bhasin, is an illustrious lawyer with four decades of law practice. He has held/holds several important posts as Chairman, Film Certification Appellate Tribunal, President, Inter Pacific Bar Association, Vice-President, Bar Association of India, President, The Society of Indian Law Firms, President, India Society for Afro Asian Studies,

	<p>and Industry. He has been actively associated with several other members including an active spokesperson of trade and industry. He is also engaged in various charitable and social upliftment 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.</p>	<p>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 ups with international standards.</p>		<p>Law Tribunal and National Company Law Appellate Tribunal Bar Association. He also acts as an advisor to numerous renowned Indian companies on issues arising out of the Insolvency and Bankruptcy Code, 2016</p>	<p>public sector units, project implementation from conception to financial management, sustainable urban and rural housing &amp; infrastructure; and has rich experience in executive, strategic and operational planning, project execution, program design, government affairs and regulations etc. During his career he served as Chairman cum Managing Director of several companies under the Government of India.</p>	<p>since June, 2008, and has played an integral role in planning, monitoring, control and execution of its numerous projects. During his career he has been associated at management level with various other companies.</p>	<p>Chairman, Services Export Promotion Council, Honorary Life Member of International Bar Association, Member of the Central Council of The Institute of Company Secretaries of India, Member of High level group constituted by the GOI, Ministry of Company Affairs for setting up Indian Institute of Corporate Affairs (IICA), Executive President, The India Law Foundation, and as Treasurer of Institute of Marketing &amp; Management. He has received several awards including the Indira Gandhi National Unity Award, Award for excellence in professionalism by Institute of Marketing Management, Indira Gandhi Priyadarshani Award, Award of Distinction by International Bar Association etc. He has authored several books on diverse subjects. He has been nominated on the Advisory</p>
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<p>Committee of the Central Government for advising on matters arising out of the administration of the Companies Act. He has been appointed as a Member of Committee of Experts for review of Cinematograph Act, 1952 by the Ministry of Information and Broadcast, Government of India. Moreover, he has been conferred the Degree of Doctor of Laws (LL.D) Honoris Causa with full honours and rights and privileges by the University of Rajasthan.</p>	<ol style="list-style-type: none"> <li>1. Godfrey Phillips India Limited</li> <li>2. Asian Hotels (North) Limited</li> <li>3. Asian Hotels (West) Limited</li> <li>4. United Breweries (Holdings) Limited</li> </ol>
	<p>Nil</p>
	<p>Nil</p>
	<ol style="list-style-type: none"> <li>1. Uttam Value Steels Limited</li> <li>2. Uttam Galva Steels Limited</li> </ol>
	<ol style="list-style-type: none"> <li>1. Uttam Value Steels Limited</li> <li>2. Uttam Galva Steels Limited</li> </ol>
	<p>Nil</p>
	<p>Nil</p>
	<p>Name of other listed companies in which Directorships are held by such persons</p>



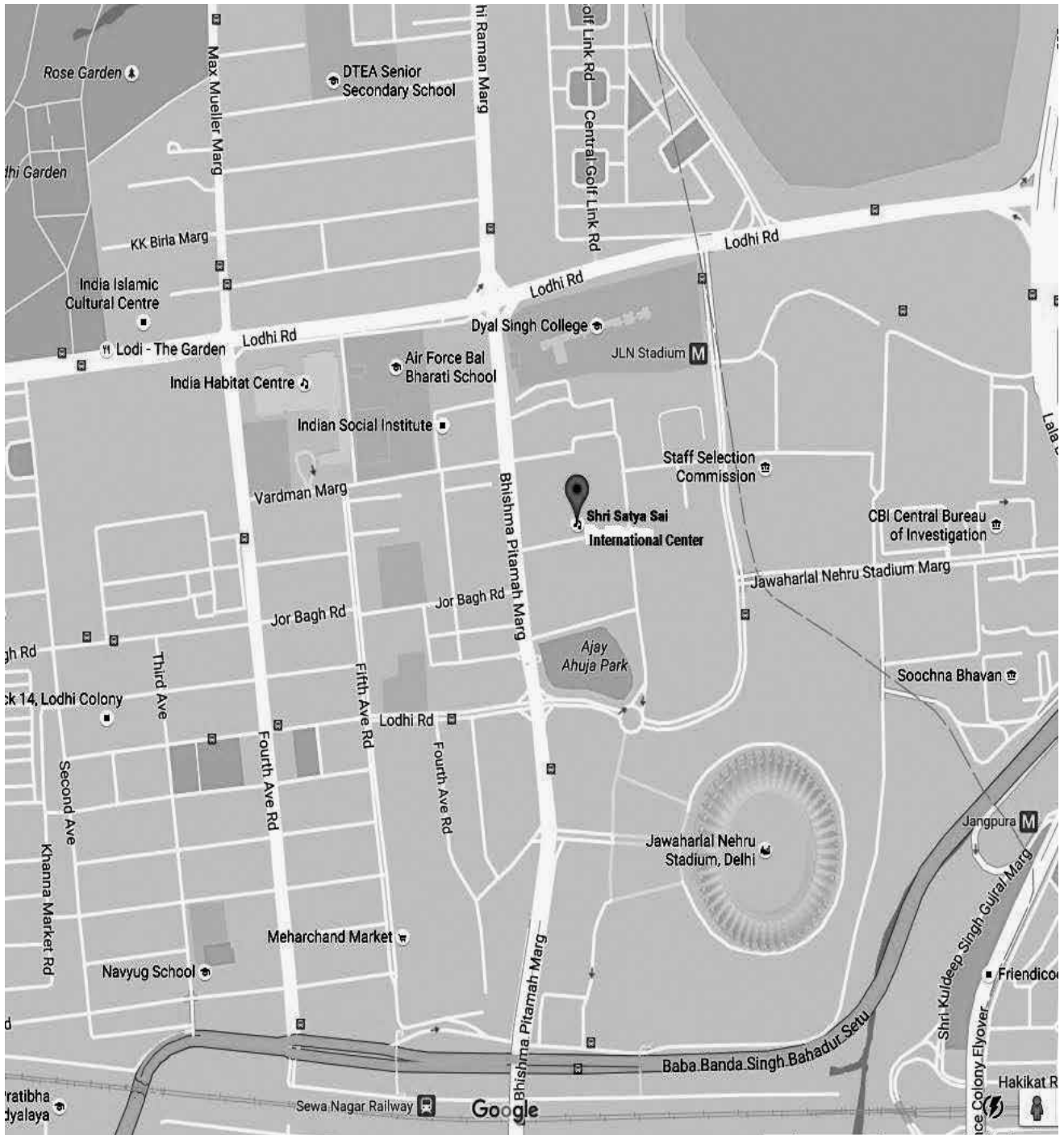
Name of other listed companies in which such persons are holding Membership in Committees of the Board	Nil	Nil	1. Uttam Galva Steels Limited	Nil	Nil	Nil	1. Godfrey Phillips India Limited 2. Asian Hotels (North) Limited 3. Asian Hotels (West) Limited
Remuneration Last drawn	Details of the last drawn Remuneration 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 meetings attended during the year are mentioned in the Corporate Governance Report which forms part of Directors Report.						
Shareholding in the Company	2,29,82,448	79,71,850	NIL	NIL	NIL	NIL	NIL
Relationship between directors inter-se	Father of Shri Pranav Ansal	Son of Shri Sushil Ansal	Not related	Not related	Not related	Not related	Not related


**MEMBERS / SHAREHOLDERS ARE REQUESTED TO BRING THEIR COPY OF ANNUAL REPORT AT THE MEETING. NO ADDITIONAL COPIES SHALL BE SUPPLIED AT THE VENUE.**

**Important communication to Members (Shareholders)**

The Ministry of Corporate Affairs, Govt. of India (MCA) as a part of its "Green Initiative in the Corporate Governance" permits paperless compliances by companies by way of, inter alia, service of all notices/documents including Annual Reports by companies to its members, through electronic mode instead of physical mode. Your Company has been supporting this Green initiative since many years and likewise the Company has sent the Annual Report for the financial year 2018-19 including the notice of this AGM through e-mail addresses to those members whose e-mail addresses are available with the Depository Participants (DPs). Remaining members holding shares in demat mode as well as in physical mode are again requested to register their e-mail addresses, in respect of their demat holdings through their concerned DPs, and/or send particulars of their e-mail addresses to the Company at its Registered Office, to support the Green Initiative of the Government.

**Route map to the venue of the 52<sup>nd</sup> Annual General Meeting (AGM) of  
Ansal Properties & Infrastructure Limited**



 **Sri Satya Sai International Centre,**  
Pragati Vihar, Lodhi Road, New Delhi-110003



# Ansal Properties & Infrastructure Ltd.

CIN: L45101DL1967PLC004759

Regd. Office: 115, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi - 110 001

## ATTENDANCE SLIP

52<sup>nd</sup> Annual General Meeting – Saturday, the 28<sup>th</sup> September, 2019

DP id* / Client id*	Folio No.	No. of Shares
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NAME AND ADDRESS OF THE SHAREHOLDER

I / We hereby record my / our presence at the 52<sup>nd</sup> Annual General Meeting of the Company held on Saturday, the 28<sup>th</sup> September, 2019 at 11.00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Bhism Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi - 110003.

\_\_\_\_\_  
Signature of Shareholder/ Proxy

- Notes: 1) Please fill in this attendance slip and hand it over at the entrance of meeting hall.  
 2) Member's Signature should be in accordance with the specimen signature registered with the Company / RTA.  
 3) Please bring your copy of the Annual Report for reference at the meeting.

\* Applicable for Member(s) holding shares in electronic form.



# Ansal Properties & Infrastructure Ltd.

CIN: L45101DL1967PLC004759

Regd. Office: 115, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi - 110 001

## FORM MGT - 11 PROXY FORM

[Pursuant to Section 105 of the Companies Act, 2013 and rule 19 of Companies (Management and Administration) Rules, 2014]

Name of the Members:

E-mail Id:

Registered Address:

Folio No/ \*Client Id:\*DP id:

I / We, being the member(s) of \_\_\_\_\_ shares of Ansal Properties & Infrastructure Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him  
 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him  
 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the **52<sup>nd</sup> Annual General Meeting** of the Company, to be held on Saturday, the 28<sup>th</sup> September, 2019 at 11.00 A.M at Sri Sathya Sai International Centre, Pragati Vihar, Bhism Pitamah Marg (Near ICICI Bank) Lodhi Road, New Delhi - 110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

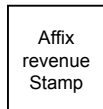
I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements together with Report of Board of Directors and Auditors thereon, as at the 31 <sup>st</sup> March, 2019.		
2.	To appoint a Director in place of Shri Sushil Ansal (DIN: 00002007), who retires by rotation and offers himself for re-appointment.		
3.	To appoint a Director in place of Shri Pranav Ansal (DIN: 00017804) who retires by rotation and offers himself for re-appointment.		
4.	To approve the appointment of Smt. Jagath Chandra (DIN: 07147686) as Non Executive Independent Woman Director.		
5.	To approve the appointment of Shri Arvind Kumar Gupta (DIN: 03203379) as Non Executive Independent Director.		
6.	To approve the appointment of Shri Malay Chatterjee (DIN: 00380683) as Non Executive Independent Director.		
7.	To approve the appointment of Shri Yogesh Gauba (DIN: 02604798) as Director of the Company.		
8.	To approve the appointment of Shri Yogesh Gauba (DIN: 02604798) as Whole-Time Director and CEO of the Company.		
9.	To approve the re-appointment of Dr. Lalit Bhasin (DIN: 00001607) as a Non Executive Independent Director .		
10.	To ratify/ approve the remuneration of M/s J.D. Associates, the Cost Auditors of the Company for the Financial Year ending 31 <sup>st</sup> March, 2020.		

\* Applicable for member(s) holding shares in electronic form.

Signed this ..... day of ..... 2019

Signature of shareholder



Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

