



ANSAL PROPERTIES & INFRASTRUCTURE LIMITED

Registered Office: 115, Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi - 110001

Mobile: 91-9871053419, **Tel.:** 011-23353550, 66302269/72

Corporate Identity Number: L45101DL1967PLC004759

Website: www.ansalapi.com; **Email:** shareholderservice@ansalapi.com

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To

The Members (Shareholders) of Ansal Properties & Infrastructure Limited

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("LODR Regulations"), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ("SS-2"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 02/2022, 21/2021, 20/2021, 10/2021, 39/2020, 33/2020, 22/2020, 20/2020, 17/2020 and 14/2020 dated the 05th May, 2022, 14th December, 2021, 08th December, 2021, 23rd June, 2021, 31st December, 2020, 28th September, 2020, 15th June, 2020, 05th May, 2020, 13th April, 2020 and 08th April, 2020, respectively (collectively referred to as "MCA Circulars"), it is proposed to seek the consent of the Members ("Shareholders") of Ansal Properties & Infrastructure Limited ("Company"), for the resolution/s appended herein below through Postal Ballot ("Postal Ballot") by remote e- voting process ("E-voting").

The Explanatory Statement pertaining to the proposed resolution/s setting out the material facts and the reasons thereof is annexed hereto along with this Notice for your kind consideration.

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, SS-2 and the Regulation 44 of the LODR Regulations, the Company is pleased to offer E-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged services of M/s. Link Intime India Private Limited ("Registrar", "RTA" or "Link Intime") our Registrar, for facilitating E-voting. The communication of assent/ dissent of the Members on the resolution/s will only take place through the E-voting system.

The E-voting facility is available at the link <https://instavote.linkintime.co.in>. The said Portal for E-voting will remain open for the Members for exercising their voting from Thursday, the 20th October, 2022 at 09:00 a.m. India Standard Time ("IST") till Friday, the 18th November, 2022 at 05:00 p.m. (IST), both days inclusive. For the process and the manner in which E-voting has to be undertaken by the members, please refer to the instructions for E-voting provided in this Notice.

The Postal Ballot Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depository Participants/ Depositories

in accordance with the aforesaid MCA Circulars, as on the cut-off date i.e. Friday, the 14th October, 2022.

Members may note that the Postal Ballot Notice shall also be available on the Company's website at <https://www.ansalapi.com/disclosures-under-regulation-46-of-the-lodr.php>, website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and websites of the Stock Exchanges, i.e. National Stock Exchange of India Limited and BSE Limited, at www.nseindia.com and www.bseindia.com, respectively.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier etc., on account of threat posed by COVID-19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice along with Explanatory Statement in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for E-voting are appended to the Notice.

The Board of Directors of the Company have appointed 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, as the Scrutinizer for conducting the Postal Ballot process (including E-voting process) in a fair and transparent manner.

The Scrutinizer, after completion of scrutiny of Postal Ballot process (including E-voting), will submit his report to the Chairman or any other person authorised by him on Friday, the 18th November, 2022. In addition to the results being communicated to the Stock Exchanges where securities of the Company are listed, the results along with Scrutinizer's report will also be placed on Company's website at <https://www.ansalapi.com/disclosures-under-regulation-46-of-the-lodr.php> and the website of the Registrar on <https://instavote.linkintime.co.in>. Due to the 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.

SPECIAL BUSINESS:

- 1. To consider the proposal to create, issue and allotment of 1,72,00,000 nos. of Equity shares, on Preferential basis, to specified Non-Promoter (Public).**

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 23, 42 and 62(1)(c) of the Companies Act, 2013 (“the Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures Rules), 2014 and other applicable provisions, if any, of the Act (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, and subject to other applicable rules, regulations and guidelines of RBI, Securities and Exchange Board of India (“SEBI”) and/ or the National Stock Exchange of India Limited and BSE Limited (“Stock Exchanges”), where the Equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Articles of Association of the Company, Valuation Report of the Independent Registered Valuer and subject to the requisite approvals, consents, permissions and/or sanctions of regulatory and other appropriate authorities, as may

be required, and subject to such conditions as may be prescribed by any one or more of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the Board of Directors of the Company ("Board", which term shall be deemed to include any committee/s already constituted or to be constituted by the Board to exercise its powers including the powers conferred hereunder or any officer/s of the Company and/or any person/s authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and are hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in compliance with Chapter V of the ICDR Regulations ("Preferential Issue"), up to an aggregate of 1,72,00,000 (One Crore Seventy Two Lakhs) nos. of Equity shares of face value of Rs. 5/- (Rupees Five only) each of the Company ("Equity shares") at an issue price of Rs. 22/- (Rupees Twenty Two only) (including a premium of Rs. 17/-) per Equity share ("Issue Price"), to following Non-Promoter (Public), in such manner and on such terms and conditions as the Board may deem fit:

- (a) Up to 1,45,26,267 (One Crore Forty Five Lakhs Twenty Six Thousand Two Hundred and Sixty Seven) nos. of Equity shares at Issue Price, for cash consideration, aggregation to Rs.31,95,77,874 (Rupees Thirty One Crores Ninety Five Lakhs Seventy Seven Thousand Eight Hundred and Seventy Four Only) to M/s. Sunshine Holdings (Mauritius) Limited (PAN: AAQCS6618B), a SEBI registered Foreign Portfolio Investor having its Registered office at Sanne House, Bank Street, Twenty Eight Cybercity, Ebene 72201, Mauritius (Non-Promoter entity {Public}).
- (b) Up to 4,00,000 (Four Lakhs) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 88,00,000 (Rupees Eighty Eight Lakhs Only) to Shri Amit Ramesh Bhartia (PAN: AJHPB5423E) (Non-Resident Indian) R/o. 9 Nathan Road, Singapore-248730 (Non-Promoter {Public}).
- (c) Up to 22,73,733 (Twenty Two Lakhs Seventy Three Thousand Seven Hundred and Thirty Three) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 5,00,22,126 (Rupees Five Crores Twenty Two Thousand One Hundred and Twenty Six Only) to M/s. Tilak Investment Private Limited (PAN: AACCT0787C) (Domestic Company) having its Registered office at 37 Shakespeare Saranips Park Street, Kolkata (West Bengal)-700017 (Non-Promoter entity {Public}).

(Hereinafter individually or collectively referred to as "Investors" or "Allottees")

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the ICDR Regulations the "Relevant Date" for the purpose of calculating the Issue Price of the Equity shares, be and is hereby fixed as Wednesday, the 19th October, 2022, being the weekday, which is 30 days prior to the date on which the Special Resolution shall deemed to be passed, i.e. Friday, the 18th November, 2022 (i.e. last date of E-voting for Postal Ballot).

RESOLVED FURTHER THAT the aforesaid Equity shares shall be issued subject to the following terms and conditions:

- (i) The Equity shares shall be allotted to the Investors, in dematerialized form, within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or Regulatory Authorities, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.

- (ii) The Equity shares to be allotted shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu with the then existing fully paid-up Equity shares of the Company with respect to Dividend and voting Rights etc.
- (iii) The Investors shall be required to bring in 100% of the consideration for the Equity shares to be allotted, on or prior to the date of allotment, from their bank account/s.
- (iv) The monies received by the Company from the Investors pursuant to the Preferential Issue shall be kept by the Company in separate bank account/s opened/designated by the Company for this purpose and shall be utilised in terms of the provisions of the Companies Act, 2013 and rules made there under.
- (v) The entire pre-preferential allotment Equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- (vi) The Equity shares to be allotted to the Investors under this resolution, shall be subject to lock-in as provided under the provisions of Chapter V of the ICDR Regulations and shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.
- (vii) The Board is empowered to decide and approve the other terms and conditions of the Preferential Issue subject to agreement with the Investors and in compliance with the provision of Chapter V of the ICDR Regulations.

RESOLVED FURTHER THAT if required, the existing Directors Committee be and is hereby authorized to issue and allot the Equity shares subsequent to the approval of the members of the Company and/ or Regulatory Authorities in this regard, and, to take all incidental and consequential actions on such issue and allotment, and thereafter.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Investors through private placement offer letter in Form No. PAS-4 or any other form/ document etc. as prescribed under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this offer, issue and allotment of Equity shares, the Board be and is hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, filing application/s, submission of information/documents/instructions, execution of corporate actions, issuing clarification on the offer, as may be required for seeking all applicable regulatory approvals/ filings, to give effect to the issue and allotment of Equity shares, as they may, in their absolute discretion, deem necessary, desirable and expedient for such purpose, including without limitation, to make offer to and invite, receive and confirm the advance subscription from the proposed Allottees, to issue and allot Equity shares, listing of Equity shares at Stock Exchanges, where the Equity shares of the Company are listed as per the terms and conditions of LODR Regulations and other applicable Guidelines, Rules and Regulations, issuing certificates/ clarifications, and, entering into contracts, arrangements, agreements, including share subscription agreements, documents in connection with and incidental thereto and to resolve all questions and doubt that may arise with respect to the offer, issue and allotment of Equity shares, and to authorize all such person(s) as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and that the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board and/or its Committee and/or Officer/s of the Company, or any person/s to which/whom the Board and /or its Committee/s 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 Limited**

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

Date: 19th October, 2022

Place: New Delhi

Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolution/s in respect of the business set out above is annexed hereto.
2. The Postal Ballot Notice is being sent only by electronic mode to all those Members whose email addresses are registered with the Company/Depository Participants / Depositories, in accordance with the aforesaid MCA Circulars, as on the cut-off date i.e. Friday, the 14th October, 2022.
3. The voting rights of Members shall be in proportion to their share of the paid up Equity share capital of the Company as on the cut-off date i.e. Friday, the 14th October, 2022. Member having no voting rights should treat this Notice as an intimation only.
4. The Portal for remote electronic voting (“E-Voting”) will remain open for the Members for exercising their voting from Thursday, the 20th October, 2022 at 09:00 a.m. India Standard Time (“IST”) till Friday, the 18th November, 2022 at 05:00 p.m. (IST) (“conclusion time”), both days inclusive. Please note that E-voting module will be disabled for voting by Link Intime India Private Limited after the said conclusion time. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on Friday, the 14th October, 2022 (“cut-off date”), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
5. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting for Postal Ballot i.e. Friday, the 18th November, 2022.
6. All documents referred to in the Notice have been posted on the website of the Company www.ansalapi.com and be available for inspection until last date of E-voting of this Postal Ballot i.e. Friday, the 18th November, 2022.
7. Members who have not yet registered their e-mail address are requested to get their e-mail addresses admitted by following the procedure given below:

- 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 Limited, at shamwant.kushwah@linkintime.co.in .
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

In term of the SEBI's circular dated the 03rd November, 2021, it is mandatorily required for all members holding shares in physical mode to furnish, PAN, KYC details (Address proof, Bank details, E-mail address and Mobile number) and nomination for all eligible folios to the RTA. The folios wherein any of the cited documents/ details are not made available on or after 01st April, 2023, shall be frozen by the RTA.

8. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014, Secretarial Standard 2 and the Regulation 44 of the LODR Regulations, the Company is pleased to offer remote E-voting facility to all the members of the Company to enable the members (shareholders) to cast their votes electronically on resolution/s set forth in this Postal ballot Notice.

9. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated 09th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

A. Individual Shareholders holding securities in demat mode with NSDL:

- 1 Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsd.com> either/ on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Ansal Properties & Infrastructure Limited or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- 2 If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
- 3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Ansal Properties & Infrastructure Limited or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

B. Individual Shareholders holding securities in demat mode with CDSL:

- 1 Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- 2 After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
- 3 If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- 4 Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

C. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Ansal Properties & Infrastructure Limited or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for voting may register for e-Voting facility of Link Intime as under:

- 1 Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- Set the password of your choice (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).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour/ Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT FOR ITEM AS REQUIRED U/S. 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS

Item no.1 (Special Resolution)

In order to meet the fund requirements for the purposes of (a) Working capital (b) Construction activities and purchase of land in various existing and/ or new projects of the Company and (c) Repayment of existing debt of the Company and for other general corporate purposes etc., the Board of Directors of the Company ("Board") at their meeting held on the Wednesday, the 19th October, 2022, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/ approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("the Act") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("ICDR Regulations"), up to 1,72,00,000 (One Crore Seventy Two Lakhs) nos. of Equity shares of a face value of Rs. 5/- (Rupees Five only) each of the Company ("Equity shares") at an issue price of Rs. 22/- (Rupees Twenty Two only) (including a premium of Rs. 17/-) per Equity share ("Issue Price"), to following Non-Promoter (Public):

- (a) Up to 1,45,26,267 (One Crore Forty Five Lakhs Twenty Six Thousand Two Hundred and Sixty Seven) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs.31,95,77,874 (Rupees Thirty One Crores Ninety Five Lakhs Seventy Seven Thousand Eight Hundred and Seventy Four Only) to M/s. Sunshine Holdings (Mauritius) Limited (PAN: AAQCS6618B), a SEBI registered Foreign Portfolio Investor having its Registered office at Sanne House, Bank Street, Twenty Eight Cybercity, Ebene 72201, Mauritius (Non-Promoter entity {Public}).
- (b) Up to 4,00,000 (Four Lakhs) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 88,00,000 (Rupees Eighty Eight Lakhs Only) to Shri Amit Ramesh Bhartia (PAN: AJHPB5423E) (Non-Resident Indian) R/o. 9 Nathan Road, Singapore - 248730 (Non-Promoter {Public}).
- (c) Up to 22,73,733 (Twenty Two Lakhs Seventy Three Thousand Seven Hundred and Thirty Three) nos. of Equity shares at Issue Price, for cash consideration, aggregating to Rs. 5,00,22,126 (Rupees Five Crores Twenty Two Thousand One Hundred and Twenty Six Only) to M/s. Tilak Investment Private Limited (PAN: AACCT0787C) (Domestic Company) having its Registered office at 37 Shakespeare Saranips Park Street Kolkata (West Bengal)-700017 (Non-Promoter entity {Public}).

The disclosures in accordance with the Act and Chapter V of the ICDR Regulations and other applicable provisions are as follows:-

1. The object/purpose of the Preferential Issue:

The proceeds of the Preferential Issue are proposed to be used by the Company to meet the fund requirements for the purposes of (a) Working capital (b) Construction activities and purchase of land in various existing and/ or new projects of the Company and (c) Repayment of existing debt of the Company and for other general corporate purposes etc.

2. Maximum Number of Specified Securities to be issued.

The Special Resolution authorises the Board to issue and allot, by way of preferential issue on a private placement basis, in compliance with ICDR Regulations, up to 1,72,00,000 (One Crore Seventy Two Lakhs) nos. of Equity shares of a face value of Rs. 5 (Rupees Five only) each of the Company. Further, no assets of the Company are charged as Securities for the said Preferential Issue.

3. Intention of Promoters/Directors/Key Management Personnel of the Company to subscribe to the preferential Issue:

None of the Promoter/Promoter group nor any Director/Key Management Personnel of the Company intend to subscribe to the Preferential Issue. None of the Directors or Promoters are fugitive economic offenders as defined under the ICDR Regulations.

4. Shareholding pattern of the Company before and after the preferential issue of Equity shares:

The Equity shareholding pattern of the Company pre and post preferential issue is as follows:

	Category	Pre Preferential Shareholding pattern as on the 14th October, 2022		Post Preferential issue Shareholding Pattern*		Post Preferential issue Shareholding pattern**	
		Pre-Preferential Issue Shareholding	Pre-Preferential Issue Shareholding %	Post Preferential Issue Shareholding	Post Preferential Issue Shareholding %	Post Preferential Issue Shareholding	Post Preferential Issue Shareholding %
A	PROMOTERS GROUP SHAREHOLDING						
1	Indian						
(a)	Individuals / Hindu Undivided Family	50841099	32.30	50841099	29.12	50841099	25.97
(b)	Central Government / State Government(s)	0	0.00	0	0.00	0	0.00
(c)	Financial Institutions / Banks	0	0.00	0	0.00	0	0.00
(d)	Any Other (Specify)	25927385	16.47	25927385	14.85	34727385	17.74
	Sub Total (A)(1)	76768484	48.77	76768484	43.97	85568484	43.70
2	Foreign	0	0.00	0	0.00	0	0.00
	Total Shareholding Of Promoter And Promoter Group (A)=(A)(1)+(A)(2)	76768484	48.77	76768484	43.97	85568484	43.70
B	Public Shareholding						
1	Institutions (Domestic)						
(a)	Mutual Fund	2600	0.00	2600	0.00	2600	0.00
(b)	Venture Capital Funds	0	0.00	0	0.00	0	0.00
(c)	Alternate Investment Funds	0	0.00	0	0.00	0	0.00
(d)	Banks	1934106	1.23	1934106	1.11	1934106	0.99
(e)	Insurance Companies	792677	0.50	792677	0.45	792677	0.40
(f)	Provident Funds/ Pension Funds	0	0.00	0	0.00	0	0.00
(G)	Asset Reconstruction Companies	0	0.00	0	0.00	0	0.00
(h)	Sovereign Wealth Funds	0	0.00	0	0.00	0	0.00
(i)	NBFCs registered with RBI	10450	0.01	10450	0.01	10450	0.01
(j)	Other Financial Institutions	1800	0.00	1800	0.00	1800	0.00
(k)	Any Other (Specify)	0	0.00	0	0.00	0	0.00
	Sub Total (B)(1)	2741633	1.74	2741633	1.57	2741633	1.40
2	Institutions (Foreign)						
(a)	Foreign Direct Investment	0	0.00	0	0.00	0	0.00
(b)	Foreign Venture Capital Investors	0	0.00	0	0.00	8900000	4.55
(c)	Sovereign Wealth Funds	0	0.00	0	0.00	0	0.00
(d)	Foreign Portfolio Investors Category I	0	0.00	0	0.00	0	0.00
(e)	Foreign Portfolio Investors Category II (including Sunshine Holdings (Mauritius) Limited)\$	1700141	1.08	16226408	9.29	16226408	8.29
(f)	Overseas Depositories(holding DRs) (balancing figure)	0	0.00	0	0.00	0	0.00
(g)	Any Other (Specify)	5411	0.00	5411	0.00	5411	0.00
	Sub Total (B)(2)	1705552	1.08	16231819	9.30	25131819	12.84
3	Central Government/ State Government(s)	900	0.00	900	0.00	900	0.00
4	Non-Institutions						
(a)	Associate companies / Subsidiaries	0	0.00	0	0.00	0	0.00

	Category	Pre Preferential Shareholding pattern as on the 14th October, 2022		Post Preferential issue Shareholding Pattern*		Post Preferential issue Shareholding pattern**	
		Pre-Preferential Issue Shareholding	Pre-Preferential Issue Shareholding %	Post Preferential Issue Shareholding	Post Preferential Issue Shareholding %	Post Preferential Issue Shareholding	Post Preferential Issue Shareholding %
(b)	Directors and their relatives (excluding Independent Directors and nominee Directors)	0	0.00	0	0.00	0	0.00
(c)	Key Managerial Personnel	1	0.00	1	0.00	1	0.00
(d)	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group' category)	0	0.00	0	0.00	0	0.00
(e)	Trusts where any person belonging to 'Promoter and Promoter Group' category is 'trustee', 'beneficiary', or 'author of the trust'	0	0.00	0	0.00	0	0.00
(f)	Investor Education and Protection Fund (IEPF)	817121	0.52	817121	0.47	817121	0.42
(g)	i. Resident Individual holding nominal share capital up to Rs. 2 lakhs.	19722625	12.53	19722625	11.30	19722625	10.07
(h)	ii. Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	33634939	21.37	33634939	19.26	37134939	18.97
(i)	Non Resident Indians (NRIs) (including Shri Amit Ramesh Bhartia)\$	879333	0.56	1279333	0.73	1279333	0.65
(j)	Foreign Nationals	0	0.00	0	0.00	0	0.00
(k)	Foreign Companies	0	0.00	0	0.00	0	0.00
(l)	Bodies Corporate (including M/s. Tilak Investment Private Limited)\$	10183351	6.47	12457084	7.13	12457084	6.36
(m)	Any Other (Specify)	10950937	6.96	10950937	6.27	10950937	5.59
	Sub Total (B)(4)	76188307	48.40	78862040	45.17	82362040	42.06
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)+b(4)	80636392	51.23	97836392	56.03	110236392	56.30
C	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)	0	0.00	0	0.00	0	0.00
1	Custodian/DR Holder	0	0.00	0	0.00	0	0.00
2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share based Employee Benefits and Sweat Equity) Regulations, 2021	0	0.00	0	0.00	0	0.00
	Total Shareholding A+B+C	157404876	100	174604876	100	195804876	100

* Assuming no change in post- issue shareholding pattern except 1,72,00,000 (One Crore Seventy Two Lakhs) nos. of Equity shares of the Company, proposed to be issued and allotted under present Preferential Issue.

** Computed on fully diluted basis, assuming allotment under present Preferential Issue and conversion of existing convertible securities i.e. 2,12,00,000 (Two Crores)

and Twelve Lakhs) nos. of Warrants into equivalent nos. of Equity shares of the Company.

§ Pre-Preferential issue holding of (1) M/s. Sunshine Holdings (Mauritius) Limited (2) Shri Amit Ramesh Bhartia and (3) M/s. Tilak Investment Private Limited is Nil (0.00%). The Post Preferential issue holding of (1) M/s. Sunshine Holdings (Mauritius) Limited (2) Shri Amit Ramesh Bhartia and (3) M/s. Tilak Investment Private Limited will be 1,45,26,267(8.32%), 4,00,000 (0.23%) and 22,73,733 (1.30%), respectively. However, on fully diluted basis, Post Preferential issue holding of (1) M/s. Sunshine Holdings (Mauritius) Limited (2) Shri Amit Ramesh Bhartia and (3) M/s. Tilak Investment Private Limited shall be 1,45,26,267 (7.42%), 4,00,000 (0.20%) and 22,73,733 (1.16%), respectively.

5. Proposed time within which preferential issue shall be completed:

In terms of ICDR Regulations, the Equity shares shall be allotted to Investors under the proposed Preferential Issue within a period of 15 days from the date of passing a Special Resolution by the members.

Provided further that where the issue and allotment is pending on account of pendency of any approval by the Stock Exchanges and/or Regulatory Authorities, the issue and allotment shall be completed within the period of 15 days from the date of such last approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges or other concerned authorities.

6. Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the Preferential Issue and the current and proposed status of the allottee(s) post the Preferential issue:

Sr. No.	Name and Address of the proposed allottee(s)	Category/Status of Investor (Promoter/ Non-promoter)		Name/PAN of ultimate beneficial owners of proposed allottee(s)	Pre-preferential holding & (%) (ason cut-off date i.e. 14 th October, 2022)	No. of Equity shares proposed to be issued under present preferential issue	Percentage of post preferential issue capital *	Percentage of post preferential issue capital **
		Current	Proposed					
1	M/s. Sunshine Holdings (Mauritius) Limited having its Registered office at Sanne House, Bank Street, Twenty Eight Cybercity, Ebene 72201, Mauritius	NA	Non-Promoter	1. Rubina Toorawa 2. Jon Robert Berquist 3. Gulshan Raj Ramgoolam 4. Zoubeir Khatib (PAN is not available- all being Foreign Nationals)	Nil (0.00%)	1,45,26,267	8.32	7.42
2	Shri Amit Ramesh Bhartia R/o. 9 Nathan Road, Singapore-248730	N.A	Non-Promoter	Not applicable	Nil (0.00%)	4,00,000	0.23	0.20
3	M/s. Tilak Investment Private Limited having its Registered office at 37 Shakespeare Saranips Park Street Kolkata (West Bengal)-700017	NA	Non-Promoter	Raj Vardhan Kejriwal (PAN: AFNPK7945N)	Nil (0.00%)	22,73,733	1.30	1.16

* Assuming no change in post- issue shareholding pattern except 1,72,00,000 (One Crore Seventy Two Lakhs) nos. of Equity shares of the Company, proposed to be issued and allotted under present Preferential Issue.

** Computed on fully diluted basis, assuming allotment under present Preferential Issue and conversion of existing convertible securities i.e. 2,12,00,000 (Two Crores and Twelve Lakhs) nos. of Warrants into equivalent nos. of Equity shares of the Company.

As a result of the proposed Preferential Issue of Equity shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

7. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

In terms of the provisions of the Companies Act, 2013, Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and, approvals granted by the Board of Directors at their meeting held on the 26th May, 2022, the Members vide their Special Resolution dated the 27th June, 2022 and other necessary approvals, an aggregate of 2,12,00,000 (Two Crores and Twelve Lakhs) nos. of Warrants, convertible into equivalent nos. of Equity shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a face value of Rs. 5/- (Rupees Five) each of the Company ("Warrants"), at an exercise price of Rs. 17 /- (including a premium of Rs 12/-) per Equity share ("Exercise Price") were allotted by the Directors of the Company on the 05th July, 2022 to the following Promoter Group entity and Non-Promoters (Public), details of which are given below:-

S. No.	Name of Allottees	Category	No. of Securities (Warrants)
1	M/s. Orchid Realtech Private Limited	Promoter Group Entity	88,00,000
2	M/s. ICP Investments (Mauritius) Limited	Non-Promoter Entity (Public)	89,00,000
3	Smt. Geeta Rajpal	Non-Promoter (Public)	5,00,000
4	Shri Naveen Bhalla	Non-Promoter (Public)	10,00,000
5	Smt. Lata Aggarwal	Non-Promoter (Public)	2,00,000
6	Shri Sandeep Kohli	Non-Promoter (Public)	11,00,000
7	Dr. Satish Chandra	Non-Promoter (Public)	3,00,000
8	Shri Kulamani Biswal	Non-Promoter (Public)	4,00,000

8. Re-computation of Issue Price and its payment:

Since the Company's Equity shares are frequently traded and have been listed on a recognized Stock Exchanges for more than 90 Trading Days as on the Relevant Date, there is no need for the Company to re-compute the price of the Equity shares in compliance to Regulation 164(3) of ICDR Regulations. Therefore, the Company is also not required to submit the undertakings specified under the Regulations 163(1)(g) & 163(1)(h) of the ICDR Regulations for the purpose of re-computation of price and the amount payable on re-computation of price.

9. Disclosure pertaining to willful defaulters/ fraudulent borrower:

The details pertaining to willful defaulters/ fraudulent borrower are not applicable as none of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India for same.

10. Issue Price:

The Equity shares shall be allotted at an Issue Price of Rs. 22 /- (Rupees Twenty only) (including a premium of Rs. 17/-) per Equity share, which is higher than the minimum price of Rs. 21.67/- (Rupees Twenty One and Sixty Seven Paise only) determined in compliance with Chapter V of the ICDR Regulations.

11. Basis of which price has been arrived and Relevant Date:

In terms of Regulation 161 of ICDR Regulations, the Relevant Date has been reckoned as the Wednesday, the 19th October, 2022, for the purpose of determination of the Issue Price of Equity shares.

In compliance with Regulation 166A of the ICDR Regulations as the proposed Preferential issue to Investors is more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue price per Equity shares is higher of the price determined through following methods:

- a) The Equity shares of the Company are listed on both National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and are frequently traded as per provisions of ICDR Regulations. For the purpose of computation of the price, National Stock Exchange of India Limited, the Stock Exchange which has the highest trading volume in respect of the Equity shares of the Company, during the preceding 90 Trading days prior to the Relevant date has been considered. In terms of the provisions of Regulation 164 of the ICDR Regulations, the minimum price at which the Equity shares may be issued computes to Rs. 21.67/- each.
- b) The price determined through Valuation report of M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IOVRV01E1005SFA) .i.e. Rs. 18.50/- per Equity Share. The said report is available on the website of the Company at <https://www.ansalapi.com/pdf/Valuation-Report-Preferential-Issue-October-2022.pdf>.
- c) Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The Board has approved the Issue Price for the Preferential Issue at Rs. 22 (Rupees Twenty Two only) (including a premium of Rs.17/-) per Equity share, which is higher than the minimum price of Rs. 21.67/- (Rupees Twenty One and Sixty Seven Paise only).

12. Lock in period:

The Equity shares to be allotted under the proposed Preferential Issue shall be subject to lock-in as per the provisions of Chapter V of the ICDR Regulations.

Further, the entire pre-preferential allotment equity shareholding of the Investors, if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.

13. Practicing Company Secretary's Certificate:

The certificate from M/s PI & Associates, (FRN: P2014UP035400), being the Practicing Company Secretary, (Membership no. F11685 and PCS no. 16274) certifying that the Preferential Issue is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, shall be made available for inspection on the website of the Company at <https://www.ansalapi.com/pdf/PCS-Compliance-Certificate-Preferential-Issue-October-2022.pdf> up to the Friday, the 18th November, 2022.

14. Other Disclosures:

- a. The Investors has not sold any Equity shares of the Company in the last 90 trading days preceding the Relevant Date.
- b. The Company is in compliance with the conditions of continuous listing of Equity shares as specified in the listing agreement with the Stock Exchange(s) where the Equity shares of the Company are listed.

- c. This Preferential Issue is in compliance with the Act, Chapter V of the ICDR Regulations and any other rules/regulations/ guideline, if any, prescribed by any other regulatory authorities.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder and in accordance with the provisions of the Chapter V of ICDR Regulations, approval of the Members is required for the proposed Preferential issue, by way of passing a Special Resolution. Therefore, the Board, recommends the Special Resolution as set out Item No. 1 in the accompanying Notice for your approval.

All documents referred to in the Resolution shall be posted on the website of the Company and will be available for inspection until last date of E-voting of this Postal Ballot i.e. Friday, the 18th November, 2022.

Your Directors recommend passing the proposed Resolution as set out in Item No. 1 as a Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise in the proposed Special 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 Limited**

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

Date: 19th October, 2022

Place: New Delhi