ansal HOUSING & CONSTRUCTION LTD.
An ISO 9001:2015 Company

Registered Office : 606, 6th Floor, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001
Ph.: +91-11-23317466, Fax : +91-11-23350847 www.ansals.com e-mail : ahcl@ansals.com
Head Office : Ansal Plaza Mall, 2nd Floor, Sector-1, Vaishali, Ghaziabad, (U.P.)-201010 Ph.: 91-0120-3854000
CIN:L45201DL1983PLC016821

Ref. No.: SECY/S-16/2018

04th September, 2018

The Listing Compliance Cell BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, **Mumbai – 400 001** Phone : 022-22721233-34	The Manager (Listing) National Stock Exchange of India Ltd. "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Phone: 011-26598236
COMPANY NO. 507828	**SYMBOL : ANSALHSG** **SERIES : EQ**

Sub: Notice of 34th Annual General Meeting and Book Closure

Dear Sir,

Pursuant to Regulation(s) 30, 42 and 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we notify as under:

1. The 34th Annual General Meeting (AGM) of the Company will be held on Friday, 28th September, 2018 at 11.00 A.M. at Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi – 110003.

2. The Register of members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for the purpose of the Annual General Meeting.

3. The Company is providing its shareholders a facility to vote by electronic means (e- voting) on all the resolutions as set out in the notice of AGM to those members, who are holding shares in physical or in electronic form as on the cut-off date i.e. Friday, 21st September, 2018. The remote e-voting will commence at 9.00 a.m. on Tuesday, 25th September, 2018 and will end at 5.00 p.m. on Thursday, 27th September, 2018.

Please find enclosed herewith the copy of notice of Annual General Meeting for your reference and record.

Kindly take the above on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For ANSAL HOUSING & CONSTRUCTION LTD.

Ansal Housing & Construction Ltd. New Delhi

(S.N. Grover)
Addl. V.P. & Company Secretary
M. No. FCS 4055

Encl :- as above

Regd. Office : 606, 6th Floor, Indra Prakash, 21 Barakhamba Road, New Delhi - 110 001

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of the Company will be held on Friday, the 28th day of September, 2018 at 11.00 A.M. at Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi- 110003 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 together with Directors' Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31st March, 2018.
2. To appoint a director in place of Mr. Deepak Ansal (having DIN: 00047971) who retires from the office by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution.

   "RESOLVED THAT Mrs. Divya Ansal (having DIN: 02615427), who was appointed as an Additional Director of the Company by the Board of Directors at the meeting held on 14th September, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in this regard."
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Section II of Part II of Schedule V of the Companies Act, 2013 (as amended from time to time), other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approval(s), consent(s) and permission(s), as may be required and subject to such conditions as may be imposed by any authority while granting such approval(s), consent(s) or permission(s) and as may be agreed by the Board of Directors (hereinafter referred to as the "Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf) and as recommended by the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Deepak Ansal (having DIN: 00047971), Chairman & Managing Director of the Company for a further period of 3 (three) years with effect from April 1, 2018 on the terms and conditions including payment of remuneration as set out below:

   1. **BASIC SALARY**

      Basic Salary of Rs. 20,00,000/- (Rupees Twenty Lakhs only) per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time, ensuring that any such revision shall be in compliance with Companies Act, 2013, taking into account the performance of the Company.

   2. **COMMISSION ON NET PROFITS**

      Upto 2% of the net profits of the Company for each financial year as computed under the provisions of Section 198 of the Companies Act, 2013, subject to the condition that total managerial remuneration during a financial year does not cross the threshold limit of 5% or 10% of the net profits of the Company, as the case may be, as per Section 197 of the Companies Act, 2013.

   3. **PERQUISITES**

      In addition to the above, he shall be entitled to the following perquisites:

      CATEGORY "A"

      Housing: Residential Furnished Accommodation (Company Leased) or in lieu thereof House Rent Allowance at the rate of 50% of the salary.

      Gas, Electricity, Water and Furnishings: The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be valued as per the Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary.

      Medical Reimbursement: Expenses incurred for self and his family members subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

      Leave Travel Concession: For self and his family members once in a year incurred in accordance with the rules specified by the Company.

      Club Fees: Fee of clubs subject to maximum of five clubs.

      Personal Accident Insurance: Premium not to exceed Rs. 50,000/- per annum on any policy, if any, taken by the Company or reimbursement to him in this behalf.

      CATEGORY "B"

      The following perquisites shall also be allowed and they will not be included in the computation of the ceiling on perquisites.

      Company's contribution towards Superannuation Fund as per the rules of the Company's Superannuation Scheme as may be applicable from time to time, provided, however that the Company's contribution to the Superannuation Fund shall not exceed 15% of the Salary or any other higher amount that may be permissible under the law.

      Gratuity in accordance with the Rules of the Company as applicable to the Senior Executives of the Company for each completed year of service.

      Encashment of leave at the end of the tenure.

      CATEGORY "C"

      Provision for Car with Driver and free Telephone/Communication facilities at residence for business purposes.

RESOLVED FURTHER THAT in the event of no profit or the profits being inadequate in any financial year during the currency of tenure of his office, he shall be paid such salary, commission and perquisites not exceeding limits as set out under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of no profit or the profit being inadequate in any financial year during the currency of tenure of his office, the Company may pay salary, commission and perquisites to Mr. Deepak Ansal, in excess of limits as set out in Schedule V to the Companies Act, 2013, subject to approval of the Central Government if so required and at such conditions and modifications as may be prescribed by it while granting such approval and also subject to such other consents and approvals as may be required.

RESOLVED FURTHER THAT he shall be entitled to re-imbursement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.

RESOLVED FURTHER THAT so long as Mr. Deepak Ansal functions as the Chairman & Managing Director of the Company, he will not be paid any fees for attending the meetings of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings and to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any Director of the Company or any other Officer or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution including filing of necessary forms/ returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Surrinder Lal Kapur (having DIN: 00033312) who was appointed as an Independent Director and who holds office upto 31st March, 2019 and being eligible, as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Mr. Ashok Khanna (having DIN: 01510677), who was appointed as an Independent Director and who holds office as an Independent Director upto 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Maharaj Kishen Trisal (having DIN: 00059545) who was appointed as an Independent Director and who holds office upto 31st March, 2019 and being eligible, as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 177, 178, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time consent of the Shareholders be and is hereby accorded for making payment of Commission to all Non-Executive Directors of the Company for a period of three years commencing from Financial Year 2018-19 until Financial Year 2020-21 in such manner as may be determined by the Board of Directors of the Company, subject to the condition that the commission payable to each individual Non-Executive Director shall not exceed Rs. 2,50,000/- per annum and aggregate commission to all the Non-Executive Directors shall not exceed the limit prescribed in the Companies Act, 2013 and such payments shall be made out of profits of the Company for each year."

9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to Sections 4(4) and 13 of the Companies Act, 2013 and Rule 29 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and any other statutory modification or alteration thereof, and subject to the approval of

name by Registrar of Companies, NCT of Delhi & Haryana, the Stock Exchanges where the shares of the Company are listed and the Central Government, the consent of members of the Company be and is hereby accorded to alter the name of Company from "Ansal Housing & Construction Limited" to "Ansal Housing Limited" or any other name as may be approved by the Central Government, Registrar of Companies, NCT of Delhi and Haryana and other Regulatory Authorities, whether under the Companies Act, 2013 or any other Rules, Laws, Acts, Statutes or Regulations as may be applicable to the Company.

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

"1. The Name of the Company is Ansal Housing Limited."

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT Mr. Som Nath Grover, Addl. V.P & Company Secretary of the Company be and is hereby authorized for applying to the Registrar of Companies, Delhi & Haryana in the prescribed Form INC-1 for obtaining the approval of the name "Ansal Housing Limited" as a proposed name of the Company or any other name as may be approved by the Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Som Nath Grover, Addl. V.P & Company Secretary of the Company be and is hereby authorized to file all the necessary Forms and / or Returns and make the application in FORM INC-24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution."

10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) 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), M/s. Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2019, be paid a total remuneration of ₹ 3,75,000/- (Rupees Three Lakhs Seventy Five Thousand only), plus out of pocket expenses as recommended by the Audit Committee of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

By Order and on behalf of the Board
For ANSAL HOUSING & CONSTRUCTION LTD.

Sd/-
(Som Nath Grover)
Addl. V.P. & Company Secretary
M.No. : F4055

Regd. Office:
606, 6th Floor, Indra Prakash, 21 Barakhamba Road,
New Delhi – 110 001
CIN: L45201DL1983PLC016821
Website: www.ansals.com
Dated: 29th May, 2018
Place : New Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

   THE PROXY FORM TO BE VALID AND EFFECTIVE SHOULD BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE

2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. A Proxy shall not have a right to speak at the Meeting.
3. An Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of Item Nos. 3 to 10 of the Notice convening the Meeting is annexed hereto.
4. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, the 24th August, 2018.
5. The register of members and share transfer books of the Company will remain closed from Saturday, the 22nd September, 2018 to Friday, the 28th September, 2018 (both days inclusive) in accordance with the provisions of Section 91 of the Companies Act, 2013 for the purpose of the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Information regarding particulars of the Directors seeking appointment/ re-appointment requiring disclosure in terms of Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India is given in **"Annexure-B"** attached hereto.
8. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Electronic copy of the Notice convening the 34th AGM of the Company, Annual Report along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
9. To support the Green Initiative, Members

who have not registered their e-mail addresses so far are requested to register their e-mail address with their DP in case shares are held in electronic form or with the Company's Registrar & Transfer Agent viz. M/s Link Intime India Pvt. Ltd, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi-110028 ("LIIPL") in case shares are held in physical form so that they can receive the Annual Report and other communication from the Company electronically.

10. The Notice of 34th Annual General Meeting, the Annual Report for the Financial Year 2017-18 of the Company circulated to the Members of the Company, will be made available on the Company's website at www.ansals.com and shall also be sent to the Stock Exchanges for placing on the websites of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com.
11. In terms of the provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper (physical voting) shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
12. Members are requested to bring the Attendance Slip to the Meeting. Members who hold shares in dematerialized form are requested to provide their DP ID and Client ID for verification / identification.
13. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is now available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agent – LIIPL.
14. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agent- LIIPL.
15. Transfer of Unclaimed and/or Unpaid Amounts to Investor Education and Protection Fund (IEPF):
    a) Pursuant to the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to IEPF, maintained by the Central Government.
    b) Accordingly, during the Financial Year 2018-19, the Company would be transferring unclaimed final dividend amount for the financial year ended 31st March, 2011 on or before 4th November, 2018 to IEPF.
    c) In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. Further, the corresponding shares will be transferred as per the requirements of the IEPF rules. The details of which are made available on the Company's website (www.ansals.com).
    d) Members who have not yet encashed the dividend warrants for any of the Financial Years from 2010-11 to 2015-16 are once again requested to make their claims immediately to the Company or the Company's Registrar & Transfer Agent – LIIPL for issuance of duplicate / revalidated dividend warrants.
16. The Members desiring any information as regards to accounts are requested to write to the Company at an early date. This would enable the Company to compile the information and provide replies at the Meeting.
17. As a measure of economy, copies of Annual Report will not be distributed at the Meeting. Members are therefore requested to bring their copy of the Annual Report to the Meeting.
18. The Registers maintained pursuant to provisions of Sections 170 & 189 of the Companies Act, 2013 and rules framed thereunder will be made available for inspection by Members of the Company at the Meeting.
19. In compliance with the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to all the members of the Company to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of M/s. Link Intime India Private Limited (LIIPL), Registrar and Transfer Agent of the Company, for the purpose of providing e-voting facility to all its Members.

The instructions for members for voting electronically are as under:-

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

(i) The voting period begins on Tuesday, 25th September, 2018 at 09.00 A.M. and ends on Thursday, 27th September, 2018 at 05.00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 21st September, 2018, may cast their votes electronically. The e-voting module shall be disabled by LIIPL for voting thereafter.

(ii) Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

(iii) Click on "Login" tab, available under 'Shareholders' section.

(iv) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

(v) Your User ID details are given below:

    a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID

    b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID

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

(vi) Your Password details are given below:

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

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

	For Members holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

➢ If you are holding shares in demat form and had registered on to e-Voting system of LIIPL: 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".

➢ In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

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

➢ 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**

1. 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 the company, you choose to vote.

2. 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'.

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

4. 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.

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

6. 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 LIIPL: 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 time 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 Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000 or you may contact Mr. Swapan Kumar Naskar, AVP-North India Operation, (LIIPL), Tel. +91-011-41410592, E-mail: swapann@linkintime.co.in

❖ **Other Instructions:**

• The shareholders can opt for only one mode of voting i.e. remote e-voting or physical voting at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through physical voting at the meeting will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

• The Board has appointed Mr. Abhishek Mittal, Proprietor of M/s. Abhishek Mittal & Associates, Practicing Company Secretaries as Scrutinizer to scrutinize the physical voting at the AGM venue and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

• The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Friday, 21st September, 2018.

• A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, 21st September, 2018 shall only be entitled to avail the facility of remote e-voting / physical voting at the AGM venue.

• The Results shall be declared by the Chairman of the Company or any other Director/Officer authorized by him within Forty- Eight (48) hours from the conclusion of AGM. The said results along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, hosted at the Company's website i.e. www.ansals.com. The results will also be intimated to the Stock Exchanges where the Company's shares are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

• All documents referred to in this Notice and Statement setting out material facts and other Statutory Registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays, from the date hereof upto the date of AGM i.e. Friday, 28th September, 2018.

• For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided thereat and hand it over at the entrance of the Meeting venue.

• Members may please note that no gifts will be distributed at the Meeting.

• A route map showing directions to reach the venue of the 34th AGM is given at the end of this notice as per the requirement of the Secretarial Standards - 2 on General Meetings.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company at its meeting held on 14th September, 2017, based on the recommendations of the Nomination & Remuneration Committee, appointed Mrs. Divya Ansal (having DIN: 02615427) as an Additional Director (Non-Independent) in terms of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014. She holds her office upto the conclusion of this Annual General Meeting and is eligible for appointment as a Director of the Company.

The Company has received a notice in writing from Mrs. Divya Ansal along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company.

Mrs. Divya Ansal is B.Com. from Jesus and Mary College, Delhi and she topped the Delhi University in first year of her college. Mrs. Divya Ansal did her teacher's course in Ikebana from Sogetsu School of Ikebana, Japan. She had been the President of the Delhi Ikebana International in the year 2000-2001 and again in the years 2014-2016. She was the President of the Bonsai Association of India, an affiliate of the parent body in Japan, during 1989-91. Apart from being an active Rotarian, Mrs. Divya Ansal is also a Trustee of the Suraj Kumari

Charitable Trust involved in various charitable activities including running of the Chiranjiv Bharati School, Lucknow and she is also actively involved in the day to day management of this Trust and was also on the Governing Body of the Chiranjiv Bharati School at Lucknow.

Mrs. Divya Ansal has previously worked as the Advisor (Interior Design & Landscape) of the Company for many years but she resigned from the post of the said position considering the requirement of being appointed as a Director. The Company had been benefitted with the wide and rich experience of Mrs. Divya Ansal in the fields of Conceptual Designing, Interior Designing, Horticulture and Landscaping etc. which she had applied in various projects of the Company. During her service, Mrs. Divya Ansal had displayed exceptional skills, devotion and sincerity in carrying out work in the fields of Conceptual Designing, Interior Designing, Horticulture and Landscaping. She was also actively involved in all new projects of the Company right from their initial stage of construction/interior design etc. including selection of materials of each project in a big way ever since she took up the job. In the process, the Company had improved upon quality delivery and savings in the cost of materials for interiors of the projects.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Divya Ansal as a Non-Executive Non-Independent Director. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice. Except Mrs. Divya Ansal herself, Mr. Deepak Ansal, Chairman and Managing Director and Mr. Kushagr Ansal, Whole-time Director & CEO and their respective relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 3. The information of Mrs. Divya Ansal to be provided under Regulation 36(3) of SEBI (Lising Obligations and Disclosure Requirements) Regulation, 2015 is provided in the **"Annexure-B"** to this notice**.**

Item No. 4

The shareholders of the Company at their 28th Annual General Meeting held on 26th September, 2012 had re-appointed Mr. Deepak Ansal as the Chairman & Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2013 with term valid up to 31st March, 2018. The term of office of Mr. Deepak Ansal as Chairman & Managing Director was upto 31st March, 2018.

Mr. Deepak Ansal, aged about 65 years joined the Board of Directors of the Company on 1st April, 1990. He is a qualified Civil Engineer and a successful Industrialist with proven success in construction. He has around 40 years of experience in real estate development and construction. As the Chairman and Managing Director of the Company, he is responsible for overall planning, implementation, execution and control of all the business activities of the Company. Under Mr. Deepak Ansal's enlightened stewardship and able guidance, the Company has grown from strength to strength. In order to achieve long term interest of all the stakeholders, including the Company's members and employees, it is necessary to retain proven high caliber management team like Mr. Deepak Ansal.

Keeping in mind the contribution made by Mr. Deepak Ansal in the growth of the Company in past and efforts being made by him presently, it is proposed to re-appoint him as the Chairman & Managing Director w.e.f. 1st April, 2018 for a further period of 3 (three) years at a remuneration which shall not exceed 5% of the Net Profits of the Company (payable for the financial year in which the Company earns adequate profits) as prescribed under Sections 197 and 198 of the Companies Act, 2013, subject to the minimum remuneration in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, in case of no profits or inadequacy of profits in the financial year, based on the effective capital of the Company as per the provisions of the Companies Act, 2013 and other applicable laws.

Consequent upon the recommendation made by the Nomination and Remuneration Committee of the Company in its meeting held on 24th March, 2018, the Board of Directors of the Company at its meeting held on 24th March, 2018 approved the re-appointment of Mr. Deepak Ansal as Chairman & Managing Director of the Company for a period of 3 years with effect from 1st April, 2018, subject to the approval of the members of the Company in the ensuing Annual General Meeting.

In case of the Company having adequate profits during the proposed tenure of Mr. Deepak Ansal, he will be paid such remuneration, within the limits specified from time to time under Section 197 and 198, read with Section I of Part II of Schedule V of the Companies Act, 2013 which shall not exceed 5% of the Net Profits of the Company (payable for the financial year in which the Company earns adequate profits).

In the event of loss or inadequacy of profits in any financial year, remuneration of Mr. Deepak Ansal will be subject to a maximum ceiling limit per month which shall not exceed the limits specified under section II of part II of Schedule V to the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force. In that case, the Company will pay remuneration to the Chairman & Managing Director based on the effective capital of the Company, within the maximum ceiling per annum as per Section II of Part II of Schedule V to the Act upon the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company. The scope and quantum of remuneration and perquisites specified above herein may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity of the Companies Act, 2013 and or/ the rules and regulations made thereunder and/ or such guidelines as may be announced by Central Government from time to time.

The Company has applied to the secured creditors of the Company seeking their approval in terms of Clause B(ii) of Section II of Part II of Schedule V of the Companies Act, 2013 for the remuneration proposed to be paid to Mr. Deepak Ansal and their approval is awaited.

The information of Mr. Deepak Ansal to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the "**Annexure B**" to this Notice.

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is as per **"Annexure-A"** attached to the notice forming part of this explanatory statement.

Except Mr. Deepak Ansal, Chairman & Managing Director, Mrs. Divya Ansal, Director, Mr. Kushagr Ansal, Whole-time Director and CEO and their respective relatives, none of the Directors, Key Managerial Personnel of Company and their relatives except to the extent of their shareholdings in the Company is in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution at Item No. 4 of the accompanying Notice for reappointment of Mr. Deepak Ansal as Chairman and Managing Director of the Company, for approval of members.

Item Nos. 5, 6 & 7

Mr. Surrinder Lal Kapur (having DIN: 00033312), Mr. Ashok Khanna (having DIN: 01510677) and Mr. Maharaj Kishen Trisal (having DIN: 00059545) were appointed as the Non-Executive Independent Directors of the Company by the shareholders of the Company in the Annual General Meeting held on 25th September, 2014 and they hold their respective offices as the Independent Directors of the Company up to 31st March, 2019.

The Board of Directors of the Company, based on the performance evaluation and as per the recommendations of the Nomination and Remuneration Committee of the Company, considers that, given their background and experience and contribution made by them during their tenure towards the growth of the Company, their continued association would be beneficial to the Company and it is desirable to continue to avail their services as the Independent Directors. Accordingly, it is proposed to re-appoint them as the Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company effective from 1st April, 2019 to 31st March, 2024.

As per declarations furnished by Mr. Surrinder Lal Kapur, Mr. Ashok Khanna and Mr. Maharaj Kishen Trisal, none of them is disqualified from being appointed as the Directors in terms of Section 164 of the Companies Act, 2013 ("the Act") and they have given their respective consents to act as a Director. The Company has also received declarations from them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Surrinder Lal Kapur, Mr. Ashok Khanna and Mr. Maharaj Kishen Trisal fulfil the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for their re-appointment as the Non-Executive Independent Directors of the Company. They shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as

may be decided by the Board, reimbursement of expenses for participating in the Board and Committee meetings and other profit related commission, if any, within the limits stipulated under Section 197 of the Act.

A copy of the draft letter of appointment of each of Mr. Surrinder Lal Kapur, Mr. Ashok Khanna and Mr. Maharaj Kishen Trisal, as the Non-Executive Independent Directors setting out terms and conditions of their appointment would be available for inspection by the members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays, from the date hereof upto the date of AGM i.e. Friday, 28th September, 2018.

Other details of Mr. Surrinder Lal Kapur, Mr. Ashok Khanna and Mr. Maharaj Kishen Trisal, to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the **"Annexure-B"** to the Notice. Considering the high qualifications and vast experience of the proposed appointees as detailed in the Annexure-B, the Company is of the opinion that their re-appointment for the second term of 5 years is totally justified.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations (Amendment), 2018, which would be effective from 1st April 2019, listed entities have to pass a special resolution to appoint a non-executive director or continue the directorship of a non-executive director who has attained the age of 75 years with justification for the same. Therefore, for continuation of directorship by Mr. Surrinder Lal Kapur who has already attained the age of 75 years and Mr. Ashok Khanna, who shall attain the age of 75 years during his proposed second term of 5 years, the Special Resolutions have been proposed by the Board of the Company. In terms of Section 149(10) of the Companies Act, 2013, a Special Resolution has been proposed for re-appointment of Mr. Maharaj Kishen Trisal.

Except Mr. Surrinder Lal Kapur, Mr. Ashok Khanna, Mr. Maharaj Kishen Trisal and their respective relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5, 6 & 7 of the notice. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the resolutions as set out at Item Nos. 5, 6 and 7 of the Notice as the Special Resolutions for approval by the members of the Company.

Item No. 8

The shareholders of the Company, in their Annual General Meeting held on 30th September 2015, approved the payment of commission of Rs. 2,50,000/- per annum to each Non-Executive Director of the Company during the Financial Year 2015-16, 2016-17 and 2017-18. The Company had paid a commission of Rs. 2,50,000 to each of the Non-Executive Directors for the Financial Year 2015-16 but it did not pay any commission for the Financial Years 2016-17 and 2017-18 due to losses incurred by the Company during these Financial Years.

Keeping in mind the contribution being made by the Non-Executive Directors by providing their valuable services beyond the meetings of the Board/Committees and rendering their advice from time to time for the overall efficient working and growth of the Company in the competitive economic environment, it is proposed to pay remuneration not exceeding Rs. 2,50,000 to each of the Non-Executive Director in the form of commission for a period of three years commencing the financial year 2018-19 in case of profits during these years, in addition to the sitting fee subject to the aggregate remuneration to all such Directors being within the limit permissible by the Companies Act, 2013.

The Nomination and Remuneration Committee of the Company and the Board of Directors of the Company in their meetings held on 24th March, 2018 and 29th May, 2018 respectively have approved and recommended the payment of commission to Non-Executive Directors as proposed in Resolution set out at Item No. 8 of the Notice.

Except the Directors of the Company and their respective relatives, none of the Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution as set out at Item No. 8 of the notice for approval of the Members.

Item No. 9

The Company was established in year 1983 with the purpose of carrying on the activities of real estate developers, builders, colonizers and contractors, construction and developing/ building of various projects related to housing, multi storeyed flats and also the development of infrastructural projects including construction of dams, roads, flyovers, bridges, shopping complex etc.

Over a period of its existence, the Company had undertaken various civil construction projects for outside parties but for a long time, the Company has not been undertaking any business activity related to construction of infrastructural projects including development of roads, dams, bridges, flyovers etc. and there is no plan to undertake such type of activities in future also. On the other hand, for the last couple of years, the Company has been mainly focusing on development of housing and commercial projects only and keeping in mind the current scenario this is bound to remain the thrust area of the Company's activities in future too. In view of above, it is proposed to change the name of the Company from "Ansal Housing & Construction Limited" to "Ansal Housing Limited" by deleting the word "Construction" from its existing name in order to realistically reflect the intended main business activity of the Company.

Accordingly, pursuant to the provisions of the Companies Act, 2013, the approval of shareholders is required by way of a Special Resolution for change of name of the Company and also consequential change in the Memorandum and Articles of Association of the Company.

The Draft of the revised Memorandum and Articles of Association reflecting the said change is available for inspection by the members at the Registered Office of the Company between 10.00 a.m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays, from the date hereof upto the date of AGM i.e. Friday, 28th September, 2018.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the proposed resolution.

Accordingly, the Board recommends passing of the resolution set out at Item No. 9 as a Special Resolution by members of the Company.

Item No. 10

The Board, on the recommendations of the Audit Committee, has approved the appointment and remuneration of M/s. Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2019.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

Consent of the members is sought by passing of an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

By Order and on behalf of the Board
For ANSAL HOUSING & CONSTRUCTION LTD.

Sd/-
(Som Nath Grover)
Addl. V.P. & Company Secretary
M.No. : F4055

Regd. Office:
606, 6th Floor, Indra Prakash, 21 Barakhamba Road,
New Delhi – 110 001
CIN: L45201DL1983PLC016821
Website: www.ansals.com

Dated : 29th May, 2018
Place : New Delhi

Members holding equity shares in Electronic Form and Proxies thereof, are requested to bring their DP Id and Client Id for identification.

Annexure-A to Notice

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1.	Nature of Industry	Real Estate Development & Construction
2.	Date or expected date of Commencement of Commercial Production	Not applicable since the Company is an existing company involved in the businesses of Real Estate Development & Construction.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.
4.	Financial performance based on given indicators	(₹ In Lakhs)

Particulars	FY 2017-18	FY 2016-17	FY 2015-16
Total Revenue	22,496.75	28,940.50	46,708.85
Profit/ (Loss) Before Tax	(3,105.94)	(885.01)	2,275.48
Profit After Tax	(2,082.41)	(589.42)	1,500.22

5.	Foreign investments or Collaborators, if any	The Company does not have any foreign investment or collaboration except the direct investment of Rs. 491.67 lakhs in one overseas subsidiary viz. Housing & Construction Lanka Private Limited, Srilanka.

II. INFORMATION ABOUT THE MANAGERIAL PERSONNEL WHOSE REMUNERATION IS PROPOSED TO BE FIXED

1. Background details

Mr. Deepak Ansal, Chairman & Managing Director

Mr. Deepak Ansal, aged 65 years joined the Board of Directors of the Company on 1st April, 1990. He is the Chairman and Managing Director of Ansal Housing & Construction Ltd. He is a qualified Civil Engineer and a successful Industrialist with proven success in construction. He has around 40 years of experience in real estate development and construction. As the Chairman & Managing Director of the Company, he is responsible for overall planning, implementation, execution and control of all the business activities of the Company.

2. Past remuneration of Mr. Deepak Ansal

Financial Year	Remuneration
2015-2016	₹1,34,57,032
2016-2017	₹1,58,22,046
2017-2018	₹ 22,73,358

3. Recognition or awards conferred on Mr. Deepak Ansal

Awards in recognition of his achievements have come naturally to Mr. Deepak Ansal. He was honoured with Life Time Achievement Award by Haryana IT, Telecom Enabled Industries Confederation (HITEC) on 28th June, 2014.

On 6th June, 2014, he was honoured by Think Media Inc. towards Urban Development and Real Estate Industry of India.

He has been conferred the Leader of the Year Award 2013 in a grand ceremony held on 28th September, 2013 by Indian Realty Awards.

Apart from the abovementioned awards, he was felicitated with many more such as Vijay Ratna Award in 1992, Vikas Jyoti Award in 1995, Bharat Udyog Award in 1995, India Forward Award in 1996, Giani Zail Singh Sadbhawana Award in 1997 and Amity Sectoral Excellence in Real Estate First Ever Living Awards for the year 2006.

4. Job profile of Mr. Deepak Ansal and suitability for the post of Chairman & Managing Director

Mr. Deepak Ansal has been responsible for the helm of affairs of Ansal Housing & Construction Ltd. as its Managing Director since 1990.

He has been the Chairman & Managing Director of Ansal Housing & Construction Ltd. since August, 2001. As the Chairman and Managing Director of the Company, he is responsible for overall planning, implementation, execution and control of all the business activities of the Company.

Under Mr. Deepak Ansal's enlightened stewardship and able guidance, the Company has grown from strength to strength and at present has around 30 major residential and commercial projects under execution in various parts of the country.

In order to achieve long term interest of all the stakeholders, including the Company's members and employees, it is necessary to retain proven high caliber management team like Mr. Deepak Ansal. This requires that the Company's leadership and talent base are appropriately remunerated, notwithstanding cyclical phases which is particularly important when the Company has ongoing significant growth strategies under execution.

5. **Remuneration proposed**
Remuneration proposed to be paid to Mr. Deepak Ansal has been detailed in the resolution No. 4 of the Notice. The Company intends to pay the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as remuneration to Mr. Deepak Ansal in case of inadequate or no profits during any financial year and hence it is proposed to pass a special resolution in this regard.

6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

Having regard to the type of industry, the trend in the industry, the size of the Company, the growth of the Company, the profiles of the Chairman & Managing Director, his respective contribution and merits and responsibilities, the remuneration proposed is at par with the remuneration being paid to the similar positions in real estate sector and has been considered by the Nomination & Remuneration Committee of the Company at its meeting held on 24th March, 2018.

7. **Pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel, if any**

Apart from receiving remuneration as stated above Mr. Deepak Ansal has other pecuniary relationships with the Company on account of dividend, rent and interest payments etc. which are reported in each year's annual report of the Company. As on the date of this notice, Mr. Deepak Ansal holds 66,72,870 equity shares in his individual capacity and 3,20,700 equity shares on behalf of Deepak Ansal & Sons (HUF). Mr. Deepak Ansal is the husband of Mrs. Divya Ansal, (Non-Executive Non-Independent Director) and father of Mr. Kushagr Ansal, (Whole Time Director & CEO) of the Company.

III. OTHER INFORMATION

1. **Reasons of loss or inadequate profits**

There had been a general recession in the real estate market since financial year 2014-15 which has badly impacted the performance of the most of companies engaged in the business of real estate including Ansal Housing & Construction Limited during the financial year 2014-15 to 2017-18 and as a result thereof there has been a substantial downfall in the turnover and profits of the Company. Considering the present market sentiments/scenario the recession in the real estate market is likely to prolong for some more time.

2. **Steps taken or proposed to be taken for improvement**

The Company has been making necessary efforts to improve its performance and has been aggressively pursuing and implementing its strategies, including launch of new projects under affordable housing schemes of the Central/State Governments and cost reduction initiatives though the results of these initiatives are likely to be felt in the coming years. Our emphasis on affordable housing shall ensure that our projects do relatively better as we enjoy utmost trust and confidence of customers. We are confident that we will continue to witness reasonable demand in future in tier II and III cities. Further, we anticipate that demonetization along with full implementation of the Real Estate (Regulation & Development) Act, 2016 (RERA) will also bring in greater deal of transparency in the real estate sector, which will boost the confidence of consumers and that in turn would help the sector grow at a reasonable pace.

3. **Expected increase in productivity and profits in measurable terms:**

It is expected that in the near future, with the betterment in Real Estate Sector in which the Company operates, the Company shall achieve desired growth and earn handsome profits, keeping in view the profiles of the projects of the Company. However, it is difficult to predict the exact increase in revenue and profit of the Company for future since it depends on many factors, internal and external to the Company.

Implementation of reforms like RERA and GST has changed the landscape of the sector, initiating a new era of transparency and accountability, which has enhanced the trust of home buyers to a great extent. This will not only benefit buyers but will also encourage credible developers while clamping down unscrupulous activities. The affordable housing segment's emergence has also contributed majorly to the sector's growth and has been able to rejuvenate the industry. The Experts believe that it is unlikely to see any price rise in 2018, however the recent reforms will boost the confidence of the home buyers and sales are likely to pick up in 2018.

Annexure-B to Notice

Details of the Directors seeking appointment /re-appointment at this Annual General Meeting [Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of the Secretarial Standard-2]

Name of Director	Mr. Deepak Ansal	Mr. Surrinder Lal Kapur	Mr. Ashok Khanna	Mr. Maharaj Kishen Trisal	Mrs. Divya Ansal
Date of Birth (Age)	01.01.1953 (65 Years)	07.03.1937 (81 Years)	05.11.1947 (71 Years)	26.11.1953 (65 Years)	08.05.1957 (61 Years)
Director Identification Number	00047971	00033312	01510677	00059545	02615427
Date of Joining the Board	1st April, 1990	15th July 2006	31st July 2000	14th February 2013	14th September, 2017
Qualifications	Mr. Deepak Ansal is a qualified Civil Engineer and a successful Industrialist with proven success in construction.	Mr. Surrinder Lal Kapur holds a post graduate degree in Mathematics and is a graduate in Law from Punjab University. He has completed his training in public administration from the National Academy of Administration, Mussoorie. He holds a diploma in National Economic Management awarded by EDI, an affiliate of the World Bank.	Mr. Ashok Khanna is a First Class B-Tech (Hons) Textile Technologist from Bradford University, England.	Mr. Trisal is a qualified Electrical Engineer from Thapar University.	Mrs. Divya Ansal is B.Com. from Jesus and Mary College, Delhi. She did her teacher's course in Ikebana from Sogetsu School of Ikebana, Japan.
Expertise in specific functional area	He has around 40 years of experience in real estate development and construction. As the Chairman & Managing Director of the Company, he is responsible for overall planning, implementation, execution and control of all the business activities of the Company.	He has worked as a Consultant with UNIDO, UNDP and Reserve Bank of India. He has a practical experience in banking and promotion of industrial investments. He served in the Indian Administrative Service for about 35 years. As Secretary to Punjab Govt. Department of Industries, he promoted a number of joint and public sector ventures, including Punjab Tractors. As Secretary to Govt. of India, Ministry of Food Processing, he was instrumental in providing a major directional change to the development and growth of this important sector. He retired from Public Service as the Chairman of the Board for Industrial and Financial Reconstruction (BIFR).	Mr. Khanna is the Managing Director of Khanna Watches Ltd., the promoters of K-Watch brand of quality Quartz wrist watches and is also on the Board of renowned companies and was a member/president of PHD Chamber of Commerce & Industry and a member of the National Productivity Council and ASSOCHAM etc.	He has more than 40 years of experience in various Companies. He joined General Electric in December, 1996 as Vice President of New Product Introduction (NPI) for GE Motors India. Mr. Trisal took charge as Managing Director (Sales), Asia Pacific Operation for GE Motors & Controls. In 2002, Mr. Trisal also simultaneously held CEO position of GE Power Controls India following its acquisition by GE from GEC Alstom. He retired as the President and the Chief Executive Officer of Marathon Electric Motors India Ltd. and Marathon Electric India Pvt. Ltd. on 31st December, 2013.	Mrs. Divya Ansal has worked as the Advisor (Interior Design & Landscape) of the Company for 13 years. The Company had been benefitted with the wide and rich experience of Mrs. Divya Ansal in the fields of Conceptual Designing, Interior Designing, Horticulture and Landscaping etc. which she had applied in various projects of the Company. During her service, Mrs. Divya Ansal had displayed exceptional skills, devotion and sincerity in carrying out work in the fields of Conceptual Designing, Interior Designing, Horticulture and Landscaping.

Terms and conditions of re- appointment	Proposed to be re-appointed as CMD for 3 years. However, he shall be liable to retire by rotation as a director and being eligible may be re-appointed as a director.	He is proposed to be re-appointed as an Independent Director of the Company for 5 years.	He is proposed to be re-appointed as an Independent Director of the Company for 5 years.	He is proposed to be re-appointed as an Independent Director of the Company for 5 years.	She is proposed to be appointed as a Non-Executive Director who shall be liable to retire by rotation.
Remuneration proposed to be paid	As per provisions of the Companies Act, 2013 read with Schedule V thereof.	Sitting fees for attending the meetings of the Board and Committee and profit based commission as per provisions of the Companies Act, 2013.	Sitting fees for attending the meetings of the Board and Committee and profit based commission as per provisions of the Companies Act, 2013.	Sitting fees for attending the meetings of the Board and Committee and profit based commission as per provisions of the Companies Act, 2013.	Sitting fees for attending the meetings of the Board and Committee and profit based commission as per provisions of the Companies Act, 2013.
Remuneration last drawn (including sitting fees, if any)	Remuneration of Rs. 22,73,358/-	Sitting fee of Rs. 5,20,000/-	Sitting fee of Rs. 5,20,000/-	Sitting fee of Rs. 4,00,000/-	Rs. 25,16,500/- in the capacity of Advisor and Rs. 40,000/- as Sitting fee in the capacity of Director.
No. of Shares held in the Company (as on 31.03.2018)	6672870	NIL	NIL	NIL	2969186
Disclosure of relationship between directors inter-se	Mr. Deepak Ansal is the husband of Mrs. Divya Ansal, Non-Executive Director and the father of Mr. Kushagr Ansal, Whole-time Director & CEO of the Company.	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.	Mrs. Divya Ansal is the wife of Mr. Deepak Ansal, CMD and the mother of Mr. Kushagr Ansal, Whole-time Director & CEO of the Company.
Number of Meetings of Board attended during the year (2017-18)	5 (Five)	5 (Five)	5 (Five)	5 (Five)	1 (One)
Directorships of other Boards as on 31st March, 2018	1. Ansal Land & Housing Private Limited 2. Shree Satya Sai Construction And development Private Ltd 3. Infinet India Limited	1. Shivam Autotech Ltd. 2. Claris Lifesciences Ltd. 3. Uniproducts (India) Ltd.	1. Industrial Cables (India) Ltd. 2. K Watch Pvt. Ltd. 3. Khanna Watches Ltd.	Kohinoor Foods Ltd.	Ansal Land & Housing Private Limited
Membership/ Chairmanship of Committee of other Boards (includes only Audit & Shareholders' / Investors' Grievance Committee) as on 31st March, 2018	NIL	**1. Shivam Autotech Limited** Chairman of Audit Committee and Member of Shareholders Grievance Committee **2. Claris Life Sciences Ltd.** Member of Audit Committee and Chairman of Shareholders Grievance Committee. **3. Uniproducts (India) Limited** Member of Audit Committee and Chairman of Shareholders/Investors Grievances Committee.	NIL	**Kohinoor Foods Ltd.** Member of Audit Committee	NIL

ansal housing & construction ltd.
An ISO 9001:2008 Company

Registered Office: 606, 6th Floor, Indra Prakash, 21 Barakhamba Road, New Delhi - 110001
Tel: 011-23317466 Fax: 011-23350847
Corporate Identity Number: L45201DL1983PLC016821
Website: www.ansals.com Email: sect@ansals.com

ATTENDANCE SLIP

(Please hand over at the entrance of the Meeting Hall)

34th Annual General Meeting : 28th September, 2018

I/We hereby record my/our presence at the THIRTY FOURTH ANNUAL GENERAL MEETING of the Company held at 'Sri Sathya Sai International Centre and School, Pragati Vihar, Lodhi Road, New Delhi - 110003 on Friday, 28th September, 2018 at 11.00 A.M.

Full name of the Member (IN BLOCK LETTERS) _____

Folio No.....DP ID.....Client ID.....

No. of Shares held.....

Full name of Proxy (IN BLOCK LETTERS).....

Member's/Proxy's Signature.....

Note: Your entry to the Meeting will be regulated by this attendance slip.

— — — — — — — — — — — — — **TEAR HERE** — — — — — — — — — — — — —

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FORM NO. MGT-11

PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : _____

Registered Address : _____

E-mail ID : _____

Folio No. /Client ID : _____

DP ID : _____

I / We being the holder(s) of_____Equity shares of ₹ 10/- each of Ansal Housing & Construction Ltd., hereby appoint:

1. Name :_____
   Address :_____
   E-mail ID :_____Signature_____or failing him
2. Name :_____
   Address :_____
   E-mail ID :_____Signature_____or failing him
3. Name :_____
   Address :_____
   E-mail ID :_____Signature_____

as my / our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 34th Annual General Meeting (AGM) of the Company, to be held on Friday, the 28th September, 2018 at 11:00 A.M. at SRI SATHYA SAI INTERNATIONAL CENTRE AND SCHOOL, PRAGATI VIHAR, LODHI ROAD, NEW DELHI- 110003 and at any adjournment thereof in respect of the resolutions, as indicated overleaf.

Signed: this_____day of _____, 2018.

Signature of Member(s):_____

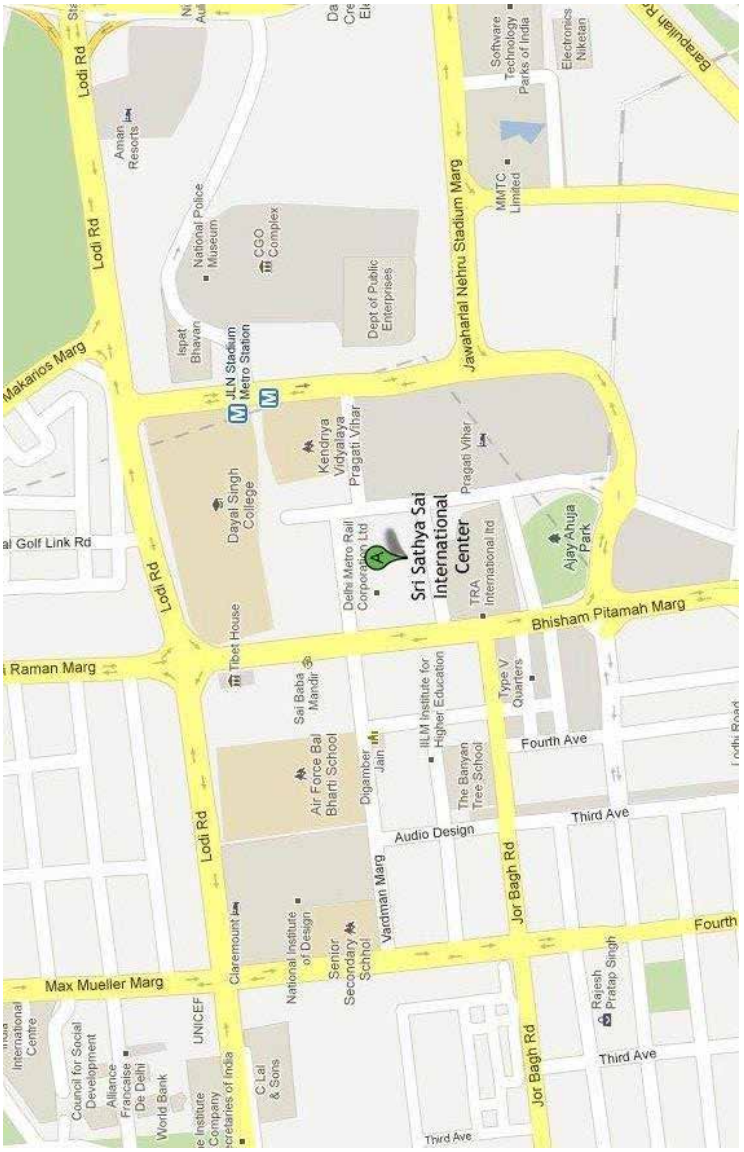
Signature of proxy holder(s):_____

Affix 1 Rupee Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Resolutions:		**Preference**
Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2018 together with Directors' Report and Auditors' Report thereon and Consolidated Audited Financial Statements for the year ended 31st March, 2018.	
2.	To appoint a director in place of Mr. Deepak Ansal (DIN: 00047971) who retires from the office by rotation and being eligible, offers himself for re-appointment.	
Special Business		
3.	Appointment of Mrs. Divya Ansal (DIN: 02615427) as Non-Executive Non Independent Director of the Company.	
4.	Appointment of Mr. Deepak Ansal (DIN: 00047971) as Chairman and Managing Director of the Company for a further period of 3 (three) years from 1st April, 2018 till 31st March, 2021.	
5.	Re-appointment of Mr. Surrinder Lal Kapur (having DIN: 00033312) as Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.	
6.	Re-appointment of Mr. Ashok Khanna (DIN: 01510677), as Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.	
7.	Re-appointment of Mr. Maharaj Kishen Trisal (having DIN: 00059545) as Non-Executive Independent Director of the Company, for a second term of 5 (five) consecutive years with effect from 1st April, 2019 to 31st March, 2024.	
8.	Approval of payment of Commission to all Non-Executive Directors of the Company for a period of three years commencing from the Financial Year 2018-19 until the Financial Year 2020-21.	
9	To alter the name of the Company from "Ansal Housing & Construction Limited" to "Ansal Housing Limited"	
10.	To approve remuneration of M/s. Chandra Wadhwa & Co., Cost Accountants as the Cost Auditors of the Company for the Financial Year 2018-2019.	

Route Map to the Venue of the AGM

Sri Sathya Sai International Centre
and School, Pragati Vihar,
Lodhi Road, New Delhi-110 003