

NOTICE OF POSTAL BALLOT
(Pursuant to Section 192A of the Companies Act, 1956 read with the Companies
(Passing of the Resolution by Postal Ballot) Rules, 2011)

To
The Members of the Company

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, ("Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 ("Postal Ballot Rules"), that the Company is seeking the Members' consent to pass the proposed Ordinary Resolution/s set out below by way of Postal Ballot for the Increase of Authorized Share Capital and Issue of Bonus Shares by way of capitalization of reserves. Accordingly, the said Resolutions and the Explanatory Statement with reference thereto are being sent to you along with a Postal Ballot Form for your kind consideration.

The Company has appointed Mr. Abhishek Mittal, Practising Company Secretary of M/s. Abhishek Mittal & Associates, 34/21, IInd Floor, West Patel Nagar, New Delhi – 110 008, as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Members are requested to read carefully the instructions printed on the enclosed Postal Ballot Form and return the Form duly completed, in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer at the address of the Company on or before the close of working hours on **Monday, 1st April, 2013**. The Scrutinizer will submit his report to the Chairman or in his absence, to any person authorized by the Chairman, after completion of scrutiny. The result of the Postal Ballot will be announced by the Chairman or in his absence by the person authorized by the Chairman on **Tuesday, 2nd April, 2013** at 1500 hrs at the Registered Office of the Company at 15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi – 110 001.

The result of Postal Ballot shall also be announced to the Stock Exchanges and published in the newspaper. The result of Postal Ballot will also be put up on the Company's website at www.ansals.com and displayed at the Registered Office of the Company. The Resolutions, if approved, will be considered as passed effectively on the date of declaration of result of the Postal Ballot.

Item No. 1: Increase of the Authorized Share Capital

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Sections 16, 94 and all other applicable provisions, if any, under the Companies Act, 1956, the Authorized Share Capital of the Company be and is hereby approved to be enhanced from Rs. 50 Crores (Rupees Fifty Crores only) divided into 4,49,90,000 (Four Crores Forty Nine Lacs Ninety Thousand only) Equity Shares of Rs. 10/- each and 5,01,000 (Five Lacs One Thousand only) Redeemable Cumulative Preference Shares of Rs. 100/- each to Rs. 100 Crores (Rupees One Hundred Crores only) divided into 9,49,90,000 (Nine Crore Forty Nine Lacs Ninety Thousand only) Equity Shares of Rs. 10/- each and 5,01,000 (Five Lacs One Thousand only) Redeemable Cumulative Preference Shares of Rs. 100/- each ranking pari-passu with the existing Equity

Shares of the Company by creation of additional 5,00,00,000 (Five Crores only) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT consequent upon the increase in the share capital, the existing Clause V of the Memorandum of Association of the Company regarding Authorized Share Capital be and is hereby substituted by the following:

V. The Authorized Share Capital of the Company is Rs. 100,00,00,000 (Rupees One Hundred Crores only) divided into 9,49,90,000 (Nine Crore Forty Nine Lacs Ninety Thousand only) Equity Shares of Rs. 10/- each and 5,01,000 (Five Lacs One Thousand only) Redeemable Cumulative Preference Shares of Rs. 100/- each with rights, privileges and conditions attached thereto as provided by the regulations of the Company for the time being in force and with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

Item no. 2: Issue of Bonus Shares by way of Capitalization of Reserves to the Equity Shareholders of the Company.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT

i. pursuant to the applicable provisions of the Companies Act, 1956 and Article 135 to 137 of the Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Regulations") and subject to such consents and approvals as may be required from appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company ('the Board which term shall be deemed to include any of its Committee, hereinafter referred to as "the Committee", constituted to exercise powers for allotment of equity shares to any one') for capitalization of a sum of Rs. 39,59,05,520/- (Rupees Thirty Nine Crores Fifty Nine Lacs Five Thousand Five Hundred and Twenty only) out of the Security Premium Account, General Reserves Account or such other accounts as are permissible to be utilized for the purpose, as per the audited accounts of the Company for the financial year ended March 31, 2012 for the purpose of issue and allotment of equity shares not exceeding 3,95,90,552 Equity Shares of Rs. 10/- each as bonus shares credited as fully paid up, to the eligible members of the Company holding equity shares of Rs. 10/- each whose names appear in the Register of Members/Beneficial Owners' position of the Company on such date ("Record Date") as the Board or the Committee may

determine, in the proportion of Two new equity shares of Rs. 10/- each for every One existing equity share of Rs. 10/- each held as on the record date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the paid-up share capital of the Company held by each such members and not as income;

- ii. the new equity shares of Rs.10/- each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.
- iii. no letter of allotment shall be issued in respect of bonus shares and the share certificate(s) for bonus shares be issued / dispatched to the shareholders who hold the existing shares in physical form and the respective beneficiary accounts be credited with the bonus shares, for such shareholders who hold the existing shares or opt to receive the bonus shares, in dematerialized form, within the prescribed period.
- iv. the Board or the Committee be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Listing Agreements with the Stock Exchanges concerned and other applicable laws and regulations.
- v. for the purpose of giving effect to this Resolution, the Board or the Committee be and is hereby authorized to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, difficulty or doubt that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution."

By order of the Board of Directors
For ANSAL HOUSING & CONSTRUCTION LTD.

Sd/-

Place : New Delhi

(Mohinder Bajaj)

Date : 14.02.2013

Sr. V.P. & Company Secretary

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.

Item No. 1: Increase of the Authorized Share Capital

The present authorized share capital of the Company is Rs. 50 Crores of which Rs. 197,952,760 is fully paid-up.

To enable the issue of Bonus Shares, the Company would be required to increase the Authorized Share Capital which is presently 4,49,90,000 Equity Shares of Rs. 10/- each and 5,01,000 Redeemable Cumulative Preference Shares of Rs. 100/- each aggregating to Rs. 50 Crores. The Board has recommended to increase the authorized share capital to 9,49,90,000 Equity Shares of Rs 10/- each and 5,01,000 Redeemable Cumulative Preference Shares of Rs. 100/- each aggregating to Rs. 100 Crores. Consequently, the capital clause as appearing in the Memorandum of Association of the Company would need to be altered to reflect the increased Authorized Share Capital.

As per the provisions of Section 16 and 94 of the Companies Act, 1956, a Company can increase the Share Capital by amending the Capital Clause of the Memorandum of Association of the Company with the consent of the shareholders by means of Postal Ballot under the provisions of Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. Article 50 of the Articles of Association of the Company authorizes the directors to increase the Share Capital with the sanction of the Company in general meeting.

On increase of Authorized Share Capital, it would be necessary to amend Clause V of the Memorandum of Association of the Company. The Resolution seeks the approval of Members to increase the Authorized Share Capital and to amend the said Clause.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11:00 a.m. to 1:00 p.m. on any working day of the Company.

The Directors recommend the Resolution for your approval through postal ballot process. None of the Directors of the Company is interested in the Resolution.

Item no. 2: Issue of Bonus Shares by way of Capitalization of Reserves to the equity shareholders of the company.

The issued share capital of the Company presently is 19,968,252 Equity shares of Rs. 10/- each aggregating to Rs. 199,682,520 and the paid-up share capital of the Company presently is 19,795,276 Equity shares of Rs. 10/- each aggregating to Rs. 197,952,760. The Company proposes to issue Bonus Shares in the ratio of 2:1 (Two new Equity shares of Rs. 10/- each fully paid for every One existing Equity share) held by the members on the record date to be fixed as per requirement of the Stock Exchanges. Consequently the paid-up equity share capital of the Company would increase to Rs. 59,38,58,280 consisting of 5,93,85,828 Equity shares of Rs. 10/- each.

The issue of fully paid bonus shares by way of capitalization of reserves is allowed under Section 205(3) of the Companies Act, 1956. The proposed issue of bonus shares also fulfills SEBI ICDR Regulations. Applications will be made to Stock Exchanges for permission to listing and dealing in such bonus shares.

Article 135 to 137 of Articles of Association of the Company permits capitalization of reserves by applying the same towards payment of unissued shares to be allotted to the members and subject to the approval of shareholders of the Company by means of Postal Ballot under the provisions of Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

To enable issuing the bonus shares, a separate proposal for increase of authorized share capital has also been submitted for the Shareholders' approval at item no. 1.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office between 11:00 a.m. to 1:00 p.m. on any working day of the Company.

The Directors recommend the adoption of the Resolution for the approval of Members. None of the Directors of the Company is interested in the Resolution except to the extent that they would be entitled for bonus shares in relation to their respective holding of equity shares in the Company.

By order of the Board of Directors
For ANSAL HOUSING & CONSTRUCTION LTD.

Sd/-

Place : New Delhi

(Mohinder Bajaj)

Date : 14.02.2013

Sr. V.P. & Company Secretary



ansal HOUSING & CONSTRUCTION LTD.

An ISO 9001:2008 Company

Registered Office: 15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi – 110 001
Ph.: +91-11-43577100 Fax: +91-11-43577420 www.ansals.com e-mail: ahcl@ansals.com

POSTAL BALLOT FORM

(Please read the instructions given below before Completing the Form)

Sl.No.

1. Name and Registered Address of
Sole/first named Shareholder/Beneficial owner
2. Name(s) of the Joint Shareholder(s)
Beneficial Owner(s)
3. Registered Folio No./
DPID No./Client ID No.*
(*Applicable to investors holding
shares in demat form)
4. No. of Shares held
5. I/We hereby exercise my/our votes in respect of the following Resolutions set out below to be passed by means of Postal Ballot by conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid):

Item No.	Brief Description	Type of Resolution	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1.	Resolution for increase of Authorized Share Capital of the Company from Rs 50 Crores to Rs 100 Crores under Section 16, 94 of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011	Ordinary		
2.	Resolution for the issue of Bonus Shares by way of capitalization of reserves to Equity Shareholders of the Company under applicable provisions, if any, of the Companies Act, 1956 and SEBI ICDR Regulations 2009 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011	Ordinary		

MPA info@mpaworld.com

Place :

Date :

(Signature of the Shareholder/Beneficial Owner)

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HEREWITH.
NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF BEFORE EXERCISING THE VOTE**

INSTRUCTIONS:

1. A Member desirous of exercising vote by Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope which shall be properly sealed. The Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the members will also be accepted.
2. The self-addressed envelope bears the address of the Registered Office of the Company and is to the attention of the Scrutinizer appointed by the Board of Directors.
3. The Postal Ballot Form should be completed and signed by the shareholder/beneficial owner as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, this Form should be completed and signed as per the specimen signature registered with the Company/Depository Participants by the first named shareholder/beneficial owner and in his/her absence, by the next named shareholder/beneficial owner. Holders of Power of Attorney (POA) on behalf of the Member may vote on the Postal Ballot by enclosing an attested copy of POA.
4. Unsigned Postal Ballot Forms will be rejected.
5. In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Resolution of the Board/Authority together with attested specimen signature(s) of the authorized signatory (ies).
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 1st April, 2013. Postal Ballot Form(s) received after this date will be strictly treated as if reply from such shareholder/beneficial owner has not been received.
7. The Consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick mark (✓) in the appropriate column.
8. The Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholder/beneficial owner as at the end of the closing of business hours as on 22nd February, 2013.
9. Votes will be considered invalid on the following grounds;
 - a) If the Member's signature does not tally;
 - b) If the member has marked all his shares both in favour and also against the Resolution;
 - c) Neither assent nor dissent is mentioned in the Form;
 - d) If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked on one or more of the above grounds;
 - e) If voting is done through any other form or photocopy of the Postal Ballot Form;
 - f) If the Postal Ballot Form is unsigned;
 - g) If the envelope containing the Postal Ballot Form is received after the last date prescribed.
10. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
12. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope addressed to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. Postal Ballot cannot be exercised by a Proxy.
14. The Chairman and in his absence, any person authorized by him will announce the result of the Postal Ballot on Tuesday, 2nd April, 2013 at 1500 hrs at the Registered Office of the Company at 15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi – 110 001. The date of declaration of the result of Postal Ballot will be taken to the date of passing of the Ordinary Resolutions. The result of the Postal Ballot would also be displayed at the Registered Office of the Company on 2nd April, 2013 at 1500 hrs.
15. A member need not use all votes nor needs to cast all the votes in the same way.
16. A Member may request duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at instruction no. 6 above.
17. The attached self-addressed envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.
18. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint-holders.
19. Members are requested to fill the Postal Ballot Forms in indelible ink and not by any erasable writing mode.
20. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Mr. Mohinder Bajaj, Sr. V. P. & Company Secretary, Ansal Housing & Construction Limited, 15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi – 110 001 at Tel No. 011-23354495 Fax No. 011-43577420 and Email to: sect@ansals.com