



ansal HOUSING & CONSTRUCTION LTD.

An ISO 9001:2008 Company

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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 Ansal Housing & Construction Ltd.

Notice is hereby given that, pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the following Resolutions are proposed to be passed by Postal Ballot.

- Resolution for increase in remuneration of Mrs. Divya Ansal, Advisor (Interior Design and Landscape) of the Company.
- Resolution for re-appointment and remuneration of Mrs. Megha Ansal, Part-time Advisor (Business Strategy) of the Company.
- Resolution for increase in remuneration of Mrs. Neha Ansal, Part-time Consultant (Business Advisory Services) of the Company.

The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts concerning all the items of business and the reasons thereof is appended hereto. A Postal Ballot form is also enclosed.

ITEM NO. 1

INCREASE IN THE REMUNERATION OF MRS. DIVYA ANSAL, ADVISOR (INTERIOR DESIGN AND LANDSCAPE) OF THE COMPANY.

To consider and if deemed fit, to pass through Postal Ballot, the following resolution as a **SPECIAL RESOLUTION**.

"RESOLVED THAT subject to the provisions of section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 read with Directors' Relative (Office or Place of Profit) Rules, 2011 and any amendments thereof approval and consent of the Members of the Company subject to further approval of the Central Government, if required, be and is hereby given for increase in the salary of Mrs. Divya Ansal, Advisor (Interior Design and Landscape) to Rs. 4,75,000/- per month with effect from 1st October, 2012 in the pay scale/grade of 4,00,000-75,000-5,50,000-1,00,000-6,50,000 plus usual perquisites admissible to other employees of the Company in the similar pay scale / grade etc.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to give from time to time such increments to Mrs. Divya Ansal as they may deem fit within the aforesaid grade".

ITEM NO. 2

RE-APPOINTMENT AND REMUNERATION OF MRS. MEGHA ANSAL, PART-TIME ADVISOR (BUSINESS STRATEGY) OF THE COMPANY.

To consider and if deemed fit, to pass through Postal Ballot, the following resolution as a **SPECIAL RESOLUTION**.

"RESOLVED THAT pursuant to the provisions of section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 read with Directors' Relative (Office or Place of Profit) Rules, 2011 and any amendments thereof approval and consent of the Members of the Company be and is hereby accorded for the re-appointment and remuneration of Mrs. Megha Ansal as Part-time Advisor (Business Strategy) of the Company for a period of three years w.e.f. 1st October, 2012 on a consolidated remuneration of Rs. 1,00,000/- per month with 10% increase per annum".

ITEM NO. 3

INCREASE IN THE REMUNERATION OF MRS. NEHA ANSAL, PART-TIME CONSULTANT (BUSINESS ADVISORY SERVICES) OF THE COMPANY.

To consider and if deemed fit, to pass through Postal Ballot, the following resolution as a **SPECIAL RESOLUTION**.

"RESOLVED THAT pursuant to the provisions of section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 and read with Directors' Relative (Office or Place of Profit) Rules, 2011 and any amendments thereof approval and consent of the Members of the Company be and is hereby accorded for the increase in the remuneration of Mrs. Neha Ansal as Part-time Consultant (Business Advisory Services) of the Company for the balance period of her tenure of two years w.e.f. 1st October, 2012 on a consolidated remuneration of Rs. 1,00,000/- per month with 10% increase per annum".

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

(Mohinder Bajaj)

Sr. V.P. & Company Secretary

Place : New Delhi
Dated: 09.11.2012

NOTES:

1. The Board of Directors has appointed Mr. Abhishek Mittal, a PCS of M/s Abhishek Mittal & Associates, Company Secretaries, 34/21, 1st Floor, West Patel Nagar, New Delhi - 110008 as the Scrutinizer ('Scrutinizer') for conducting the Postal Ballot voting process in a fair and transparent manner.
2. The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self addressed envelope, so as to reach the Scrutinizer, before the closing of working hours on 27th December, 2012 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
3. 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.
4. Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

INCREASE IN REMUNERATION OF MRS. DIVYA ANSAL, ADVISOR (INTERIOR DESIGN AND LANDSCAPE) OF THE COMPANY.

Mrs. Divya Ansal, Advisor (Interior Design and Landscape) of the Company is wife of Shri Deepak Ansal, Chairman & Managing Director and mother of Shri Kushagr Ansal, Wholetime Director of the company.

Mrs. Divya Ansal was appointed as an Advisor (Interior Design and Landscape) of the Company by the members on 30.09.2005 at a gross remuneration of Rs. 1,00,000 per month and other usual benefits as per rules of the Company.

The Board in their meeting held on 23.08.2007 as per the recommendations of the Selection Committee (Meeting held on 2nd August, 2007) and the Members had approved the increase in the remuneration of Mrs. Divya Ansal by way of revising her basic salary to Rs. 2,50,000/- per month w.e.f. 1st October, 2007 in the pay scale of (Rs. 2,50,000-250,000-300,000-500,000-400,000/-) and the usual benefits as applicable to the employees occupying the similar position in the said management cadre including gratuity, provident fund, LTC etc. After approval of the proposal by the Shareholders on 27.09.2007.

the appointment/remuneration of Mrs. Divya Ansal was approved by the Central Government vide their letter no. 12/981/2007-CL.VII dated 27th December, 2007. Mrs. Divya Ansal has been drawing basic salary of Rs. 4,00,000/- per month effective from 1st October, 2011 plus usual perquisites as admissible to other employees in the aforesaid grade. As per notification no. 193 dated 6th April, 2011 of the Central Government with regard to appointment of Directors' Relatives (Office or Place of Profit) Rules, 2011, the appointment of relatives of Directors can be done upto remuneration of Rs. 2,50,000/- per month with the approval of the Board and the Shareholders and for any appointment of Relative of Director above this remuneration, approval of the Central Government is also required.

The Board of Directors in their meeting held on 9th November, 2012 approved the increase in remuneration of Mrs. Divya Ansal, Advisor (Interior Design and Landscape) of the Company subject to the approval of Shareholders and the Central Government.

Mrs. Divya Ansal has been contributing for interior design and landscape etc. of all the new projects of the Company including selection of materials for each project in a big way ever since she took up the job. In the process, the company has improved upon quality delivery and savings in cost of the materials for interiors of the Projects. In order to motivate and reward for her excellent performance it has been proposed to revise salary of Mrs. Divya Ansal to Rs. 4,75,000/- per month plus usual perquisites with effect from 01.10.2012 in the pay scale of Rs. 4,00,000-75,000-5,50,000-1,00,000-6,50,000 subject to the approval of the Shareholders of the Company by means of Postal Ballot under the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and the approval of Central Government.

Your Directors recommend to pass the proposed Resolution given in item no. 1, 2 & 3 as a Special Resolution.

None of the Directors of the Company except Shri Deepak Ansal, Chairman & Managing Director, Shri Kushagr Ansal, Wholetime Director and Shri Pradeep Anand being related to Mrs. Divya Ansal may be deemed to be interested in the proposed Resolution.

ITEM NO. 2

RE-APPOINTMENT AND REMUNERATION OF MRS. MEGHA ANSAL AS PART-TIME ADVISOR (BUSINESS STRATEGY) OF THE COMPANY.

Mrs. Megha Ansal is the wife of Mr. Kushagr Ansal, Wholetime Director and daughter-in-law of Shri Deepak Ansal, Chairman & Managing Director of the Company.

Mrs. Megha Ansal was appointed as a Part-time Advisor (Business Strategy) of the Company for a period of three years w.e.f. 1st October, 2009 on a consolidated remuneration of Rs. 45,000/- per month as approved by the members by way of passing Special Resolution at the Annual General Meeting of the Company held on 24th September, 2009. The present term of her appointment was upto 30th September, 2012.

Mrs. Megha Ansal has completed Bachelor of Science in Economics with dual concentration in Finance and Accounting from Wharton School, University of Pennsylvania, Philadelphia, P.A., U.S.A. As a student of Federal Credit Union she had developed and implemented strategies to increase the customer base and revenue generating ability of the Credit Union. Further, she has rich experience in performing extensive finance analysis and is proficient in the use of ARGUS (Real Estate Valuation Software). She has also experience of providing teaching assistance in Wharton School for Real estate and finance courses.

There has been substantial increase in the number and quantum of the Real Estate Projects procured by the Company during the preceding 2-3 years and that Mrs. Megha Ansal has been contributing her expertise / experience in these projects. She has been contributing her work experience to the Company in its various ongoing and upcoming projects.

Therefore, it is proposed to re-appoint Mrs. Megha Ansal as a Part-time Advisor (Business Strategy) for further period of three years

w.e.f. 1st October, 2012 at a consolidated remuneration set out in the Special Resolution subject to the approval of Shareholders of the Company by means of Postal Ballot under the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011 as it is expected that the Company would benefit immensely with her induction as Part-time Advisor (Business Strategy) of the Company.

The appointment and remuneration of Mrs. Megha Ansal as Part-time Advisor (Business Strategy) was considered and approved by the Board of Directors in their meeting held on 9th November, 2012 subject to the approval of the shareholders on the remuneration as stated in the Resolution.

None of the Directors of the Company except Shri Deepak Ansal, Chairman & Managing Director and Shri Kushagr Ansal, Wholetime Director may be deemed to be concerned or interested in the said Resolution.

The Board recommends the passing of the Resolution set out in the Special Resolution for approval of the members.

ITEM NO. 3

INCREASE IN REMUNERATION OF MRS. NEHA ANSAL, PART TIME CONSULTANT (BUSINESS ADVISORY SERVICES) OF THE COMPANY.

Mrs. Neha Ansal is the daughter-in-law of Shri Deepak Ansal, Chairman & Managing Director of the Company and wife of Shri Karun Ansal who is younger brother of Shri Kushagr Ansal, Wholetime Director of the Company.

Mrs. Neha Ansal was appointed as Part-time Consultant (Business Advisory Services) of the Company with effect from 1st October, 2011 on a consolidated remuneration of Rs. 45,000/- per month.

Mrs. Neha Ansal has done BA (Hons) Economics from Lady Shri Ram College for Women, University of Delhi and MA Cantab (Expected) Economics, from St. Edmund's College, University of Cambridge UK.

She is having experience of working as Part-Time Consultant (Business Advisory Services) with Ernst & Young Pvt. Ltd. from January, 2007 to May, 2009 and developed a detailed business plan for setting-up of composite project comprising of residential school, a teacher training institute and a sports academy in India. She also analyzed the growth strategies of International and Indian Higher Education Institute as a part of an EY Publication for an education focused forum apart from other assignments in her career span of almost 7 years.

Mrs. Neha Ansal has been advising the Company on various parameters of the new Projects including as to overall feasibility and marketing prospects etc. The Company has been benefitted by the services rendered by her.

Therefore, it is proposed to increase the remuneration of Mrs. Neha Ansal, Part-Time Consultant (Business Advisory Services) for the balance period of two years of her tenure with the Company with effect from 1st October, 2012 subject to the approval of the Shareholders of the Company by means of Postal Ballot under the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

The appointment and remuneration of Mrs. Neha Ansal as Part-Time Consultant (Business Advisory Services) was considered and approved by the Board of Directors in their meeting held on 9th November, 2012 subject to the approval of the Shareholders on the remuneration as stated in the Resolution.

The Board recommends the Resolution for approval by the Members.

None of the Directors of the Company except Shri Deepak Ansal and Shri Kushagr Ansal may be deemed to be concerned or interested in the said Resolution.

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

Place : New Delhi
Dated: 09.11.2012

(Mohinder Bajaj)
Sr. V.P. & Company Secretary

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 vote in respect of the following Special Resolutions (S.R.) to be passed through Postal Ballot for the business stated in the Notice dated 9.11.2012, of the Company by conveying my/our assent or dissent to the said Resolution by placing the tick(✓) mark in the appropriate box below:

Item No.	Brief Description	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for increase in remuneration of Mrs. Divya Ansal, Advisor (Interior Design and Landscape) of the Company under section 314(1B) and other applicable provisions, if any, of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011		
2.	Special Resolution for re-appointment and remuneration of Mrs. Megha Ansal as Part-time Advisor (Business Strategy) of the Company under section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011		
3.	Special Resolution for increase in remuneration of Mrs. Neha Ansal, Part Time Consultant (Business Advisory Services) of the Company under section 314(1) and other applicable provisions, if any, of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.		

Place :

Date :

(Signature of the Shareholder/Beneficial Owner)

Note : Please read carefully the instructions printed overleaf before exercising the vote

INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope properly sealed. The Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Postal Ballots, 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. This Postal Ballot Form should be completed and signed by the shareholder/beneficial owner. 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. A Member may sign the Postal Ballot Form through an Attorney, in such case copy of the Power of Attorney should be attached to the Postal Ballot Form.
4. Unsigned Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
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 to the Scrutinizer not later than 2.00 P.M. on 27th December, 2012. Postal Ballot Form(s) received after this date will be treated as if no reply from the shareholder/beneficial owner has 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. 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 16th November, 2012.
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. 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.
11. Postal Ballot cannot be exercised by a Proxy.
12. The Chairman and in his absence, any person authorized by him will announce the result of the Postal Ballot at 3.00 P.M. on 28th December, 2012 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 be the date of passing of the Special Resolution. The result of the Postal Ballot would also be displayed at the Registered Office of the Company on 28th December, 2012 at 3.00 P.M.
13. A member need not use all votes nor needs to cast all the votes in the same way.
14. 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 item no. 6 above
15. 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.
16. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint-holders.
17. Members are requested to fill the Postal Ballot Forms in indelible ink and not by any erasable writing mode.

POSTAGE
WILL BE
PAID BY
ADDRESSEE

BUSINESS REPLY ENVELOPE

**BR PERMIT NO. BRD (C) 322
NEW DELHI G.P.O.
NEW DELHI-110 001**

NO
POSTAGE
NECESSARY
IF POSTED
IN INDIA

To
Mr. Abhishek Mittal (PCS)
(M/s Abhishek Mittal & Associates)
Scrutinizer
Ansal Housing & Construction Ltd.
15 UGF, Indra Prakash,
21 Barakhamba Road,
New Delhi -110 001