ansal HOUSING & CONSTRUCTION LTD.

An ISO 9001:2008 Company

Registered & Head Office : 15, UGF, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001
Ph.: +91-11-43577100 Fax : +91-11-23350847 www.ansals.com e-mail : ahcl@ansals.com
CIN:L45201DL1983PLC016821

Ref. no.: SECY/S-16/2014

20th October, 2014

Mr. Robert A.Y. DCS - CRD Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, **Mumbai – 400 001**	The Manager (Listing) National Stock Exchange of India Ltd., "Exchange Plaza", Bandra-Kurla Complex, Bandra (E) **Mumbai :- 400 051**
COMPANY NO. 507828	**SYMBOL: ANSALHSG** **SERIES : EQ.**

Dear Sir,

As per clause 31(d) of the Listing Agreement, we enclose herewith certified copy of Minutes of Annual General Meeting of the shareholders held on 25th September, 2014.

This is for your information please.

Thanking you,

Yours faithfully,
For ANSAL HOUSING & CONSTRUCTION LTD.

(S.N. Grover)
Addl. V.P. & Company Secretary

Encl: As above

MINUTES OF 30th ANNUAL GENERAL MEETING OF ANSAL HOUSING & CONSTRUCTION LTD. HELD ON THURSDAY, THE 25TH SEPTEMBER, 2014 AT 11.00 A.M. AT SRI SATHYA SAI INTERNATIONAL CENTRE AND SCHOOL, PRAGATI VIHAR, LODHI ROAD, NEW DELHI-110 003

PRESENT

1.	Mr. Deepak Ansal	Chairman & Managing Director
2.	Mr. S. L. Chopra	Director/Chairman of Audit Committee
3.	Mr. S. L. Kapur	Director
4.	Mr. K. K. Singhal	Executive Director (Finance)
5.	Mr. Karun Ansal	President (Projects)
6.	Mr. S. N. Grover	Addl. V. P. &Company Secretary
7.	Shareholders in person	As per attendance record
8.	Shareholders by proxy	As per attendance record

CHAIRMAN

Mr. Deepak Ansal, Chairman & Managing Director presided over the meeting.

QUORUM

The Chairman after ascertaining that the requisite quorum for the meeting was present, called the meeting to order.

The Chairman welcomed all the members present and introduced other directors and executives available on the dais. He further informed that the Register of Members, Register of Directors and Register of Directors' Shareholding under section 170 of the Companies Act, 2013 and other statutory records were open for the inspection of the shareholders present.

READING OF NOTICE, DIRECTORS REPORT AND AUDITORS REPORT

With the permission of the members present, the Notice convening the meeting together with the Explanatory Statement, having already been circulated amongst the members, was taken as read. Mr. S. N. Grover, Company Secretary then read out the Auditors' Report.

The Chairman informed the meeting that the Company had provided electronic voting facility to the members entitled to cast their vote at the Annual General Meeting, as per the Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules,

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Addl. V. P. & Company Secretary

Chairman's Initial

2014 and therefore, it was obligatory to provide similar voting facility to the members present, in person and through proxies at the Annual General Meeting, to vote in proportion to the shares held by them. He stated that the poll will be ordered for the voting on all the resolutions of ordinary and special businesses as set out in Items 1 to 10. He further stated that as per the provisions of Section 107 of the Companies Act, 2013, voting by show of hands is not allowed in case where e-voting has been conducted.

The Chairman then invited the members to present their queries pertaining to the business proposed to be conducted at the meeting. The members present at the meeting raised certain queries/ suggestions pertaining to the Annual Report / businesses, which were satisfactorily responded by the Chairman of the Meeting.

Thereafter, the Chairman took up the agenda items contained in the Notice of the 30th Annual General Meeting and reiterated that as the Company has provided e-voting facility to the members to vote between 18th September, 2014 to 20th September, 2014 in proportion to their shareholding as on the cut-off date of 22nd August, 2014. Those members attending the AGM and eligible to vote were also given opportunity to vote in proportion to their shareholding, through voting by poll. He declared that the Scrutinizer for the electronic voting, Mr. Abhishek Mittal, Proprietor of M/s. Abhishek Mittal & Associates, Practicing Company Secretaries, New Delhi-110008 was appointed for independently carrying out the e-voting in a fair and transparent manner. Thereafter, Mr. Abhishek Mittal submitted the report on the electronic voting to the Chairman.

The Chairman, thereafter, ordered the poll on all resolutions for Ordinary and Special businesses as set out in item 1 to 10 of the Notice of the 30th Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the poll to be taken immediately after closure of the meeting at the same venue.

The Chairman stated that Mr. Abhishek Mittal, Proprietor of M/s. Abhishek Mittal & Associates, Company Secretaries, New Delhi-110008 was also appointed as Scrutinizer to scrutinize the poll process and votes given on the poll and report thereon in the prescribed manner.

Thanking the members for their participation, suggestions and comments, the Chairman announced formal closure of the 30th Annual General Meeting.

Conduct of Poll

Mr. Abhishek Mittal, Scrutinizer appointed for the poll conducted the poll. Before start of voting on poll, the polling papers were distributed to the members and proxies. After ensuring that all members and proxies participating in the poll had cast their votes, the Scrutinizer closed the poll.

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

after the time fixed for the closing of the poll. The Scrutinizer then took custody of polling boxes.

Results of the Electronic Voting and poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Thursday, the 25th September, 2014

The consolidated results on e-voting and poll at the AGM was announced by Mr. Deepak Ansal, Chairman & Managing Director of the Company on 27th September, 2014 wherein all the resolutions for the Ordinary and Special Businesses as set out in Item No 1 to 10 in the Notice of 30th Annual General Meeting of the Company were duly passed by the requisite majority.

Resolution No. 1

Adoption of audited Balance Sheet as at 31st March, 2014, Statement of Profit & Loss for the financial year ended on that date and the Directors' Report and Auditors' Report thereon (Ordinary Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on out-standing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,515	1,800	99.968	0.032%
Grand Total	**5,93,85,828**	**3,93,35,296**	**66.237%**	**3,93,33,496**	**1,800**	**99.995**	0.005

For Ansal Housing & Construction Ltd.

Company Secretary

Chairman Initial

Resolution No. 2

Declaration of dividend on Equity Shares for the financial year ended 31st March, 2014 (Ordinary Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,815	1,500	99.973	0.027
Grand Total	**5,93,85,828**	**3,93,35,296**	**66.237%**	**3,93,33,796**	**1,500**	**99.996**	**0.004**

Resolution No. 3

Appointment of M/s Khanna & Annadhanam, Chartered Accountants, New Delhi (Firm Registration No. 001297N) as Statutory Auditors of the Company to hold the office from the conclusion of the Thirtieth Annual General (Ordinary Resolution).

Promoter / Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	33,67,4981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,515	1,800	99.968	0.032
Grand Total	**5,93,85,828**	**3,93,35,296**	**66.236%**	**3,93,33,496**	**1,800**	**99.995**	**0.005**

For Ansal Housing & Construc[illegible]

Addl. V. P. & Company Secretary

Resolution No. 4

Appointment of Shri Sham Lal Chopra (DIN 00183194) as an Independent Director to hold office for five consecutive years (Ordinary Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on out-standing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,215	2,100	99.962	0.038%
Grand Total	**5,93,85,828**	**3,93,35,296**	**66.236%**	**3,93,33,196**	**2,100**	**99.995**	**0.005**

Resolution No. 5

Appointment of Shri Surrinder Lal Kapur (DIN: 00033312) as an Independent Director to hold office for five consecutive years (Ordinary Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstandi ng shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,215	2,100	99.962%	0.038%
Grand Total	**5,93,85,828**	**3,93,35,29**	**66.236%**	**3,93,33,196**	**2,100**	**99.995%**	**0.005%**

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

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Resolution No. 6

Appointment of Shri Ashok Khanna (DIN: 01510677) as an Independent Director to hold office for five consecutive years (Ordinary Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on out-standing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,215	2,100	99.962	0.038%
Grand Total	**5,93,85,828**	**3,93,35,296**	**66.236%**	**3,93,33,196**	**2,100**	**99.995**	**0.005%**

Resolution No. 7

Appointment of Shri Maharaj Kishen Trisal (DIN: 00059545) as an Independent Director to hold office for five consecutive years (Ordinary Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on out-standing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,215	2,100	99.962	0.038%
Grand Total	**5,93,85,828**	**3,93,35,296**	**66.236%**	**3,93,33,196**	**2,100**	**99.995**	**0.005%**

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Resolution No. 8

Fixation of remuneration of M/s. Chandra Wadhwa & Co., Cost Accountants appointed to carry out cost audit for the financial year 2014-15 (Ordinary Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on out-standing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,515	1,800	99.968%	0.032%
Grand Total	**5,93,85,828**	**3,93,35,296**	**66.236%**	**3,93,33,496**	**1,800**	**99.995%**	**0.005%**

Resolution No. 9

Approval for invitation, acceptance and renewal of fixed deposits (Special Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,515	1,800	99.968%	0.032%
Grand Total	5,93,85,828	**3,93,35,296**	66.236%	**3,93,33,496**	1,800	**99.995%**	0.005%

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

Chairman's Initial

Resolution No. 10

Taking note of retirement of Shri Pradeep Anand, Director of the Company (Ordinary Resolution).

Promoter/ Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on out-standing shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	3,36,74,981	3,36,74,981	100%	3,36,74,981	0	100%	0%
Public - Individuals	10,350	0	0%	0	0	0%	0%
Public- Others including Bodies Corporate)	2,57,00,497	56,60,315	22.024%	56,58,515	1,800	99.968%	0.032%
Grand Total	**5,93,85,828**	**3,93,35,296**	**66.236%**	**3,93,33,496**	**1,800**	**99.995%**	**0.005%**

The resolutions for the ordinary and special businesses as set out in Item No. 1 to 10 in the Notice of 30th Annual General Meeting, duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of 30th Annual General Meeting of the members held on 25th September, 2014.

ORDINARY BUSINESS:

1. **ADOPTION OF ANNUAL ACCOUNTS.**

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the Financial Year ended 31st March, 2014 together with the Directors' Report and Auditors' Report thereon be and are hereby received and adopted."

The resolution was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

2. **DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014.**

"RESOLVED THAT the Dividend @ 8% on the Paid-up Equity Share Capital of the Company as recommended by the Board of Directors be and is hereby declared and approved for payment out of the current

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

profits of the Company for the financial year ended 31st March, 2014 to those shareholders whose names appear ;

i. As beneficial Owners as per list to be furnished by the Depositories in respect of the shares held in demat form.

ii. As Members on the Register of members of the Company as on September 25, 2014 after giving effect to all valid share transfers in physical form which had been received by the Company upto close of Business hours on September 19, 2014."

The motion was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

3. **RE-APPOINTMNET OF STATUTORY AUDITORS**

"**RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof, M/s. Khanna & Annadhanam, Chartered Accountants, New Delhi (Firm Registration No. 001297N) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Thirtieth Annual General Meeting until the conclusion of the Thirty First Annual General Meeting on such remuneration as agreed upon by the Board of Directors and the Statutory Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the Financial Year ending 31st March, 2015."

The motion was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

SPECIAL BUSINESS

4. **APPOINTMENT OF SHRI SHAM LAL CHOPRA AS AN INDEPENDENT DIRECTOR FOR 5 YEARS UPTO 31ST MARCH, 2019**

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sham Lal Chopra (holding DIN 00183194), Director of the Company whose existing term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term up to 31st March, 2019."

The motion was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

5. **APPOINTMENT OF SHRI SURRINDER LAL KAPUR AS AN INDEPENDENT DIRECTOR FOR 5 YEARS UPTO 31ST MARCH, 2019.**

"**RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Surrinder Lal Kapur (holding DIN 00033312), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term up to 31st March, 2019."

The motion was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

6. **APPOINTMENT OF SHRI ASHOK KHANNA AS AN INDEPENDENT DIRECTOR FOR 5 YEARS UPTO 31ST MARCH, 2019.**

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ashok Khanna (holding DIN 01510677), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term up to 31st March, 2019."

The motion was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

For Ansal Housing & Construction Ltd.

Addl V. P. & Company Secretary

7. **APPOINTMENT OF SHRI MAHARAJ KISHEN TRISAL AS AN INDEPENDENT DIRECTOR FOR 5 YEARS UPTO 31ST MARCH, 2019.**

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Maharaj Kishen Trisal (holding DIN 00059545), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office for five consecutive years for a term up to 31st March, 2019."

The motion was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

8. **FIXATION OF REMUNERATION OF M/S CHANDRA WADHWA & CO., COST ACCOUNTANTS APPOINTED BY THE BOARD OF DIRECTORS AS THE COST AUDITORS FOR THE FINANCIAL YEAR 2014-15.**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of 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), 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, 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, 2015, be paid a total remuneration of Rs. 5,00,000 (Rupees Five Lakhs 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 acts and take steps as may be necessary, proper or expedient to give effect to this resolution."

The motion was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

9. **APPROVAL TO THE BOARD OF DIRECTORS OF THE COMPANY TO INVITE, ACCEPT OR RENEW UNSECURED / SECURED DEPOSITS UNDER THE PROVISIONS OF SECTIONS 73 & 76 OF THE COPANIES ACT, 2013.**

"RESOLVED THAT pursuant to Section 73 and Section 76 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) read with Companies (Acceptance of Deposits) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and all other applicable rules & regulations, subject to provisions of the Memorandum and Articles of Association of the Company and subject to such conditions, approvals and permissions, as may be necessary, the approval of the members of the Company be and is hereby accorded to invite, accept or renew unsecured/secured deposits or receive money by way of loan or in any other form, from public and/or members of the Company, in any form or manner, through circular, advertisement or through any other permissible mode, up to permissible limits prescribed under applicable provisions of law and on such terms & conditions as the Board of Directors of the Company in their discretion deem fit and necessary.

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

The motion was put to vote through e-voting and poll and was carried as a Special Resolution.

10. **TAKING NOTE OF RETIREMENT BY ROTATION OF MR. PRADEEP ANAND (DIN 00088653), AN INDEPENDENT DIRECTOR.**

"RESOLVED THAT the retirement by rotation of Mr. Pradeep Anand (holding DIN 00088653), Director of the Company at this Annual General Meeting be and is hereby noted.

RESOLVED FURTHER THAT the Addl. V. P. & Company Secretary be and is hereby authorized to file requisite statutory form with the Ministry of Corporate Affairs and intimate the Stock Exchanges and other authorities, wherever necessary, regarding retirement of Mr. Anand."

The motion was put to vote through e-voting and poll and was carried as an Ordinary Resolution.

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

11. **VOTE OF THANKS**

There being no other business to transact, the Meeting terminated with a vote of thanks to the Chair.

CHAIRMAN

Place : New Delhi
Date : 17th October, 2014

For Ansal Housing & Construction Ltd.

Addl. V. P. & Company Secretary

MINUTE BOOK