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-16/2016

5th December, 2016

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 THE POSTAL BALLOT

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of the Postal Ballot Notice dated 9th November, 2016, which has been dispatched to the Shareholders of the Company to seek consent of the members for the resolutions as mentioned in the Postal Ballot Notice.

Kindly take the above information on record.

Thanking you.

Yours faithfully,
For ANSAL HOUSING & CONSTRUCTION LTD.

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

Encl: As above

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Registered Office : 15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001
Tel. : 011-43577100 **Fax:** 011-43577420 **CIN :** L45201DL1983PLC016821 **Website :** www.ansals.com E-mail : sect@ansals.com

POSTAL BALLOT NOTICE

Notice is hereby given to the Shareholders of the Company pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 22 of the Companies (Management & Administration) Rules, 2014 to pass the following resolutions as Special Resolutions, with or without modification, as set out below by means of Postal Ballot.

The Explanatory Statement pertaining to the proposed Special Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for consideration of the members.

SPECIAL BUSINESS

ITEM NO. 1: To authorise the Board of Directors of the Company to create security on the assets of the Company to secure borrowings

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

"**RESOLVED THAT** in suppression of the resolution passed by the Company through Postal Ballot on 6th October, 2014, the consent of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) to the Board of Directors of the Company ("Board") or any Committee thereof, any Director of the Company ("Director") and/or any person(s) as may be authorised by the Board ("Authorised Person(s)") to mortgage, hypothecate, pledge, encumber and/or charge (in addition to the existing mortgages / hypothecation/pledges/charges/encumbrances, if any, created by the Company) on such terms and conditions as the Board or any Committees thereof, the Director and/or the Authorised Person(s) may deem fit, on all or any part of movable and/ or immovable properties/assets of the Company, wherever situated, both present and future, and/or the whole or substantially the whole of the undertaking(s) of the Company in favour of any person(s) including but not limited to banks, financial institutions, corporate bodies, trustees of debenture holders and/or any other lending agencies or other persons ("Lender(s)") to secure the loans, debentures and/or the other credit facilities availed/to be availed by the Company and/ or by any other company/person(s) together with interest thereon and all other amounts payable to the Lender(s), provided that the principal amount of such loans, debentures and/or the other credit facilities shall not exceed ₹1000,00,00,000/- (Rupees One Thousand Crores Only) in the aggregate.

RESOLVED FURTHER THAT the Board or any Committee thereof, the Director and/or any other person(s) as may be authorised by the Board be and are hereby severally authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, agreements, undertakings, documents, amendments and/or writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 2: To authorise the Board of Directors of the Company to approve loans, investments and guarantees in excess of limits prescribed u/s 186 of the Companies Act, 2013

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 Section 186 of the Companies Act, 2013 (the "Act") read with the Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the articles of association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board", which expression shall include any Committee thereof and/or any person(s) authorised by the Board/such committee ("Authorised Person(s)") to approve (from time to time) the following on behalf of the Company:

(a) issuance of any guarantee(s) by the Company in connection with any loan(s) by any lender(s) to any body corporate or person; and/ or

(b) creation of security by the Company on any asset(s) (including any rights, title and/or interests therein) in connection with any loan(s) by any lender(s) to any body corporate or person; and/or

(c) giving of any loan(s) to any person or other body corporate; and/ or

(d) acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate,

subject to such limits, directly or indirectly in any form and on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company shall not exceed a sum of ₹1000,00,00,000/- (Rupees One Thousand Crores Only)at any time.

RESOLVED FURTHER THAT in order to give effect to this resolution, the Board of Directors of the Company or any Committee thereof, any Director of the Company and/or any person(s) as may be authorised by Board be severally authorised to:

(a) negotiate/agree/accept/approve/finalise/execute/re-execute on behalf of the Company all agreements, deeds, confirmations, documents and/or undertakings (including any amendment(s) or modification(s) thereto) as may be necessary or required for the aforesaid purposes; and/or

(b) sign, file, deliver, admit execution and/or present for registration all documents/forms with any statutory authority, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all other acts, deeds and things (including right to further delegate any of the aforesaid powers) as may be required in connection with the aforesaid purposes."

ITEM NO. 3: To authorise the Board of Directors of the Company to enter into contracts or arrangements or transactions with related parties including material related party contracts or arrangements or transactions

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 Section 188 of Companies Act, 2013, read with Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any and subject to the approval/ consent of such appropriate authorities, as may be required, under

Ansal Housing & Construction Ltd. New Delhi

any statute for the time being in force, consent of the Shareholders, be and is hereby accorded to the Board of Directors of the Company ("Board") or any Committee thereof, any Director of the Company ("Director") and/or any person(s) as may be authorised by the Board ("Authorised Person(s)") for entering into related party contracts or arrangements or transactions by the Company whether by way of investment/providing any security(ies) / guarantee(s) in connection with loan(s) and/or any form of debt and/or provide inter corporate loan(s) or any sale/purchase/services transaction(s) or a combination thereof, upto an amount of ₹1000,00,00,000/- (Rupees One Thousand Crores Only) with any of its related parties.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, any Director of the Company and/or any person(s) as may be authorised by Board, be and are hereby severally authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investment/ loan(s)/guarantee(s)/security(ies)/sale/purchase/ service contract transactions including the timing, the amount and other terms and conditions of such investment/loan(s)/guarantee(s)/security(ies)/ sale/purchase/service contract transactions and further to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution in the best interests of the Company."

By the Order and on behalf of the Board
For **Ansal Housing & Construction Limited**

Sd/-
S.N. Grover
Addl. V.P. & Company Secretary

Place : New Delhi
Date : 9th November, 2016

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members (Shareholders) whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 18th November, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice is being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. The Board of Directors in its meeting held on Wednesday, 9th November, 2016 has appointed Mr. Anjani Kumar, Practising Company Secretary, Proprietor of M/s Anjani Kumar & Associates, Vaishali, Ghaziabad to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
4. Members (Shareholders) whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 2nd December, 2016 will be considered for the purpose of voting. Only a Member (Shareholder), having voting rights is entitled to exercise his vote through Postal Ballot (including remote e-voting). A Member (Shareholder) having no voting rights should treat this Notice as an intimation only.
5. The Members (Shareholders) can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case they cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member (Shareholder) is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to swapann@linkintime.co.in, the Registrar & Share Transfer Agent. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member (Shareholder).
7. Voting rights of the Members (Shareholders) shall be in proportion to their shares in the total paid up capital of the Company as on Friday, 2nd December, 2016.
8. In compliance with Section 108 of the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members (Shareholders) to exercise their votes through remote e-voting service facility arranged by CDSL. The instructions for electronic voting are given hereinafter in one of the succeeding paragraphs.
9. A Member (Shareholder) cannot exercise his vote by proxy on postal ballot.
10. A Member (Shareholder) desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (For) or dissent (Against) and send it to the Scrutinizer in the enclosed self-addressed Pre-paid postage Business Reply Envelope. Postage Charges will be borne by the Company. However, in case a Member (Shareholder) sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballot will be accepted.
11. The Postal Ballot Form, duly completed and signed by the Member (Shareholder) should be returned in enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on Thursday, 5th January, 2017. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member (Shareholder) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director/Officer of the Company duly authorized, on Saturday, 7th January, 2017 at the registered office and will also be displayed on the website of the Company. The said result will also be communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
13. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
14. All the material documents referred to in the Explanatory Statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Tuesday, 3rd January, 2017.
15. **The instructions for Members (Shareholders) for remote e-voting are as under:**
    - **(A) In case of Members (Shareholders) receiving e-mail from the Company's Registrar & Share Transfer Agent:**
        - (i) The voting period begins on Wednesday, 7th December, 2016 at 09.00 A.M. and ends on Thursday, 5th January, 2017 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, 2nd December, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
        - (ii) Shareholders who have already voted through e-voting would not be entitled to vote by post.
        - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
        - (iv) Click on Shareholders.
        - (v) Now Enter your User ID
            a. For CDSL: 16 digits beneficiary ID,
            b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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 / Attendance Slip 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).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(xii) Click on the EVSN for the relevant "Ansal Housing & Construction Limited" on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non-Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, 2nd December, 2016 may follow the same instructions as mentioned above for e-Voting.

(B) In case of Members receiving the Notice by Post (physical copy):

Please follow all steps from sl. no. (iii) to sl. no. (xx) above to cast vote.

16. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or you may contact Mr. Swapan Kumar Naskar, AVP- North India Operation, Link Intime India Pvt. Ltd, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, Near PVR Naraina, New Delhi-110028, Phone: +91-11-41410592, E-mail: swapann@linkintime.co.in.

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

Item No. 1

The Shareholders of the Company through a special resolution passed on 6th October, 2014 had authorised the Board of Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company including creation of mortgage, charges or hypothecations on all the immovable and movable properties of the Company for securing the loans and other financial assistance obtained/to be obtained by the Company.

Of late, the lenders, particularly the non-banking financial companies, have structured their funding models in different manners whereby they insist that the land owing subsidiary companies which offer their immovable properties as a collateral security against the loans to the Company be made as co-borrower(s) with the Company.

Keeping in mind the future fund requirements of the Company for business of the Company which may necessitate the acceptance of new funding models of lenders, the Company seeks the approval of its members by way of passing of the Special Resolution pursuant to

the provisions of Section 180(1)(a) of the Companies Act, 2013, for enabling the Board of Directors or any duly constituted Committee thereof or any person(s) duly authorized by the Board to create security on the assets of the Company against the loans to be obtained by the Company/third parties subject to a total limit of ₹1000,00,00,000/- (Rupees One Thousand Crores only).

As per the provisions of Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, the resolution under Section 180(1)(a) of the Act regarding authority to the Board for creation of security can be passed only through Postal Ballot process. The Board recommends the resolution as set out at item no. 1 of the Notice for your approval.

None of the Directors, Key Managerial Personnel of Company and their relatives except to the extent of their shareholdings in Company, is in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 1 of the Notice.

Item No. 2

Section 186(2) of the Companies Act, 2013 ("the Act") provides that Board of Directors of the Company is permitted to, directly or indirectly give any loan to any person or other body corporate; or give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more without the approval of Shareholders.

Section 186(3) of the Act read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far provided to in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board of Directors of a Company exceeds the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or given or guarantee/security permitted to be provided unless previously authorised by a Special Resolution.

Therefore, approval of the Shareholders is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 enabling the Board of Directors or any duly constituted Committee thereof or any person(s) duly authorized by the Board, for making further investment, providing loans or give guarantee or providing security in connection with loans to any persons or any other body corporate for an amount not exceeding ₹1000,00,00,000/- (Rupees One Thousand Crores Only) to achieve long term strategic and business objectives.

As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

The Board recommends the resolution as set out at item no. 2 of the Notice for your approval

None of the Directors, Key Managerial Personnel of Company and their relatives except to the extent of their shareholdings in Company is in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 2 of the Notice.

Item No. 3

The provisions of Section 188(1) of the Companies Act, 2013 read with applicable rules and Regulation 23 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 require a company to obtain prior approval of the shareholders for material related party transactions or transactions exceeding specified limits.

Therefore, approval of the Shareholders is sought pursuant to the provisions of Section 188(1) of the Companies Act, 2013 read with applicable rules and Regulation 23 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 enabling the Board of Directors or any duly constituted Committee thereof or any person(s) duly authorized by the Board for entering into related party contracts or arrangements or transactions/material related party contracts or arrangements or transactions whether by way of investment / providing any security(ies)/ guarantee(s) in connection with loan(s) and/or any form of debt and/or provide inter corporate loan(s) or any sale/purchase/service contract transaction(s) or a combination thereof, up to an amount of ₹1000,00,00,000/- (Rupees One Thousand Crores Only) with related parties including Subsidiary Companies, Associate Companies, Directors, their relatives and Promoters both Corporates and Individuals.

The Board recommends the resolution as set out at item no. 3 of the Notice for your approval.

The proposed material related party contracts or arrangements or transaction(s) shall be approved by the Audit Committee and/or the Board of Directors of the Company, as the case may be, before the actual transaction shall take place.

Mr. Deepak Ansal (Chairman & Managing Director/Promoter) and Mr. Kushagr Ansal (Whole-time Director/Promoter), along with their relatives, are deemed to be concerned or interested in the resolution to the extent of their Shareholdings in the Company. Except them none of the Directors or Key Managerial Personnel and/or their relatives, is deemed to be concerned or interested in the resolution. In compliance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015, the related parties shall abstain from voting on the proposed resolution.

The disclosures required to be provided under the provisions of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below for perusal of the members.

Name of the related party and nature of relationship	Subsidiary Companies, Associate Companies, Directors, their relatives and Promoters both Corporate and Individual
Name of the director or key managerial personnel who is related, if any	1. Mr. Deepak Ansal (Chairman and Managing Director) 2. Mr. Kushagr Ansal (Whole Time Director)
Nature of relationship	Subsidiary Companies, Associate Companies, Directors, their relatives and Promoters both Corporate and Individual
Nature, material terms, monetary value and particulars of the contract or arrangement	The proposed contracts/arrangements/ transactions involving investment/ providing any security(ies)/ guarantee(s) in connection with loan(s) and/or any form of debt and/or provide inter corporate loan(s) or any sale/purchase/service contract transaction(s) or a combination thereof as per Related Party Transaction Policy of the Company so the same may be decided by the Board of Directors at relevant time as mutually agreed between the Company and the related party within the overall limits approved by the members.
Any other information relevant or important for the members to take a decision on the proposed resolution	All related party contracts/arrangements/ transactions are generally carried out on arms-length basis in the ordinary course of business, sharing the material facts required u/s 102(1) of the Companies Act, 2013.

By the Order and on behalf of the Board
For **Ansal Housing & Construction Limited**

Sd/-
S.N. Grover
Addl. V.P. & Company Secretary

Place : New Delhi
Date : 9th November, 2016

ansal HOUSING & CONSTRUCTION LTD.
An ISO 9001:2008 Company
Registered Office : 15 UGF, Indra Prakash, 21 Barakhamba Road, New Delhi-110 001
Tel. : 011-43577100 **Fax:** 011-43577420 **CIN :** L45201DL1983PLC016821 **Website :** www.ansals.com E-mail : sect@ansals.com

POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

1. Name and Address of the Member : Serial No.

2. Names of Joint Holders (if any) :

3. Registered Folio No./ DP ID/Client ID* (*applicable only to Members holding shares in demat form) :

4. Number of equity share(s) held :

I / We hereby exercise my/our vote in respect of the following resolutions to be passed in respect of the business as stated in the Notice dated 9th November, 2016 by conveying my/our assent or dissent to the said resolutions by placing the tick (√) mark at the box against the said matter.

Sr. No	Description of the business as set out in the Notice dated 9th November, 2016	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To authorise the Board of Directors of the Company to create security on the assets of the Company against the loans to be obtained by the Company/third parties under the provisions of Section 180(1)(a) of the Companies Act, 2013.			
2.	To authorise the Board of Directors of the Company to approve loans, investments and guarantees in excess of limits prescribed u/s 186 of the Companies Act, 2013.			
3.	To authorise the Board of Directors of the Company to enter into contracts or arrangements or transactions with related parties including material related party contracts or arrangements or transactions.			

Place :
Date :

(Signature of the Member)

E-mail address: _____
(To be provided by the Member(s) holding equity shares in physical form).

Notes:

1. Please read the instructions given overleaf and in the Notes to the Postal Ballot Notice dated 9th November, 2016, carefully before you exercise your vote.
2. Electronic voting particulars referred under **"Instruction for e-voting"** in the Postal Ballot Notice are as under:

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number OR (Default PAN No.)

Ansal Housing & Construction Ltd.

INSTRUCTIONS FOR FILLING POSTAL BALLOT FORM

(i) A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addresses pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.

(ii) This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.

(iii) Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5th January, 2017 till 5.00 PM. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

(iv) There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.

(v) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a relevant Board Resolution / Authority Letter duly certified/attested by authorized signatory (ies).

(vi) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self–addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.

(vii) A member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 2nd December, 2016.

(viii) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding on the concerned Member and the Company.

(ix) The Company is also offering e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice dated 9th November 2016.

(x) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.

(xi) A Member can opt for only one mode of voting, i.e. either by post or through e-voting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done by Post will treated as invalid.

