ansal HOUSING & CONSTRUCTION LTD.
An ISO 9001:2008 Company

Registered & Head Office : 15, UGF, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001
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CIN:L45201DL1983PLC016821

Ref. No.: SECY/S-16/2017 January 13, 2017

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: MINUTES FOR THE DECLARATION OF POSTAL BALLOT RESULTS

Dear Sir,

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 minutes dated January 12, 2017 of Postal Ballot results declared on January 07, 2017.

Kindly take the above information on record.

Thanking you.

Yours faithfully,

For **ANSAL HOUSING & CONSTRUCTION LIMITED**

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

Encl :- as above

MINUTES RELATING TO THE DECLARATION OF RESULT ON THE VOTING BY POSTAL BALLOT ON SATURDAY, JANUARY 07, 2017 AT 5.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 15 UGF, INDRA PRAKASH, 21 BARAKHAMBA ROAD, NEW DELHI - 110001

It is hereby recorded as follows:

1. The Company had at the Board Meeting held on November 09, 2016, decided to obtain consent of the members, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect of the following matters:

    - 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;

    - To authorise the Board of Directors of the Company to approve loans, investments and guarantees in excess of limits prescribed under Section 186 of the Companies Act, 2013;

    - 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.

2. At the same meeting, the Board had appointed Mr. Anjani Kumar, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot voting/ e-voting process in accordance with law and in fair and transparent manner.

3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had offered voting by electronic means and availed the services of CDSL (Central Depository Services Limited) to provide the facility to the members for voting by electronic means.

4. The Postal Ballot notice dated November 09, 2016 containing special resolutions along with explanatory statement was sent to Members of Company whose names appeared on the Register of Members/ List of beneficiaries as on November 18, 2016, and the dispatch of notice of postal ballot along with postal ballot forms and Postage pre-paid business reply envelopes was completed on December 05, 2016 for those members whose email ids were not registered with the Company and sent e-mail to members whose email ids were available in the

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electronic registry. The notice of the postal ballot was also placed on the website of the Company.

5. The intimation about the completion the postal ballot notice along with postal ballot forms and Postage pre-paid business reply envelopes and the last date for receipt of reply from the shareholders was also intimated to the shareholders by way of publication of advertisement in 'Business Standard' (English and Hindi) on December 06, 2016.

6. The members were requested to return the physical postal ballot forms duly completed along with the Assent (for) or Dissent (against), so as to reach the scrutinizer before 5 PM on Thursday, January 05, 2017. In case of electronic voting, Members were requested to cast their votes electronically up to 5 PM on January 05, 2017.

7. After due scrutiny of all the postal ballot forms/ e-voting received up to 5 PM on Thursday, January 05, 2017 (being the last date fixed for receipt of duly filled postal ballot forms), the scrutinizer submitted his final report on Friday, January 06, 2017.

8. The date of receipt i.e. January 05, 2017 of duly completed postal ballot forms/ e-voting has been taken as the date of passing of the resolution.

9. The result of postal ballot/ e-voting along with Scrutinizer's Report was placed on the website of the Company at www.ansals.com as well as communicated to the Stock Exchanges, where the securities of the Company are listed. The results were also affixed on the notice board of the Company.

The summary of the results is as follows:

Resolution No. 01: 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.

Particulars	Number of valid votes			Percentage
	Postal Ballot	E-votes	Total	
Assent	356103	40484221	40840324	99.776
Dissent	3842	87791	91633	0.224
Total	359945	40572012	40931957	100.000

Since out of the total valid votes polled, 99.776% of the votes were cast in favour of the resolution, the above special resolution was declared to have been passed with overwhelming majority.

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Resolution No. 02: To authorise the Board of Directors of the Company to approve loans, investments and guarantees in excess of limits prescribed under Section 186 of the Companies Act, 2013.

Particulars	Number of valid votes			Percentage
	Postal Ballot	E-votes	Total	
Assent	354353	40483923	40838276	99.775
Dissent	4052	88089	92141	0.225
Total	358405	40572012	40930417	100.000

Since out of the total valid votes polled, 99.775% of the votes were cast in favour of the resolution, the above special resolution was declared to have been passed with overwhelming majority.

Resolution No. 03: 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.

Particulars	Number of valid votes			Percentage
	Postal Ballot	E-votes	Total	
Assent	34733	6041193	6075926	98.512
Dissent	3692	88089	91781	1.488
Total	38425	6129282	6167707	100.000

Since out of the total valid votes polled, 98.512% of the votes were cast in favour of the resolution, the above special resolution was declared to have been passed with overwhelming majority.

10. The report furnished by Mr. Anjani Kumar, the Scrutinizer was accepted by the Chairman & Managing Director who authorized Mr. Som Nath Grover, Addl. V.P. & Company Secretary to declare the result. Pursuant to the authority given by the Chairman & Managing Director, Mr. Som Nath Grover announced the result of postal ballot on Saturday, January 07, 2017 on the basis of the report of Scrutinizer declaring that all the resolutions were duly passed with the requisite majority:

The resolutions duly approved by members were as under:

SPECIAL RESOLUTIONS

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

"**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

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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 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***

"**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:

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(a) issuance of any guarantee(s) by the Company in connection with any loan(s) by any lender(s) to anybody 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 anybody 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 amendments or modifications 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.***

"**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 thereof, for the time

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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 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 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."

12/1/17

CHAIRMAN

Date: 12.01.2017
Place: New Delhi

ENTERED IN THE MINUTES
BOOK ON: 12/01/2017

CERTIFIED TRUE COPY

For Ansal Housing & Construction Ltd.

Authorised Signatory

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